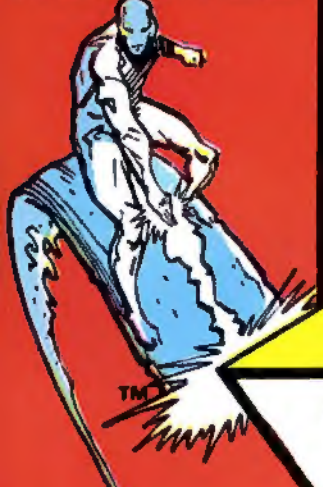


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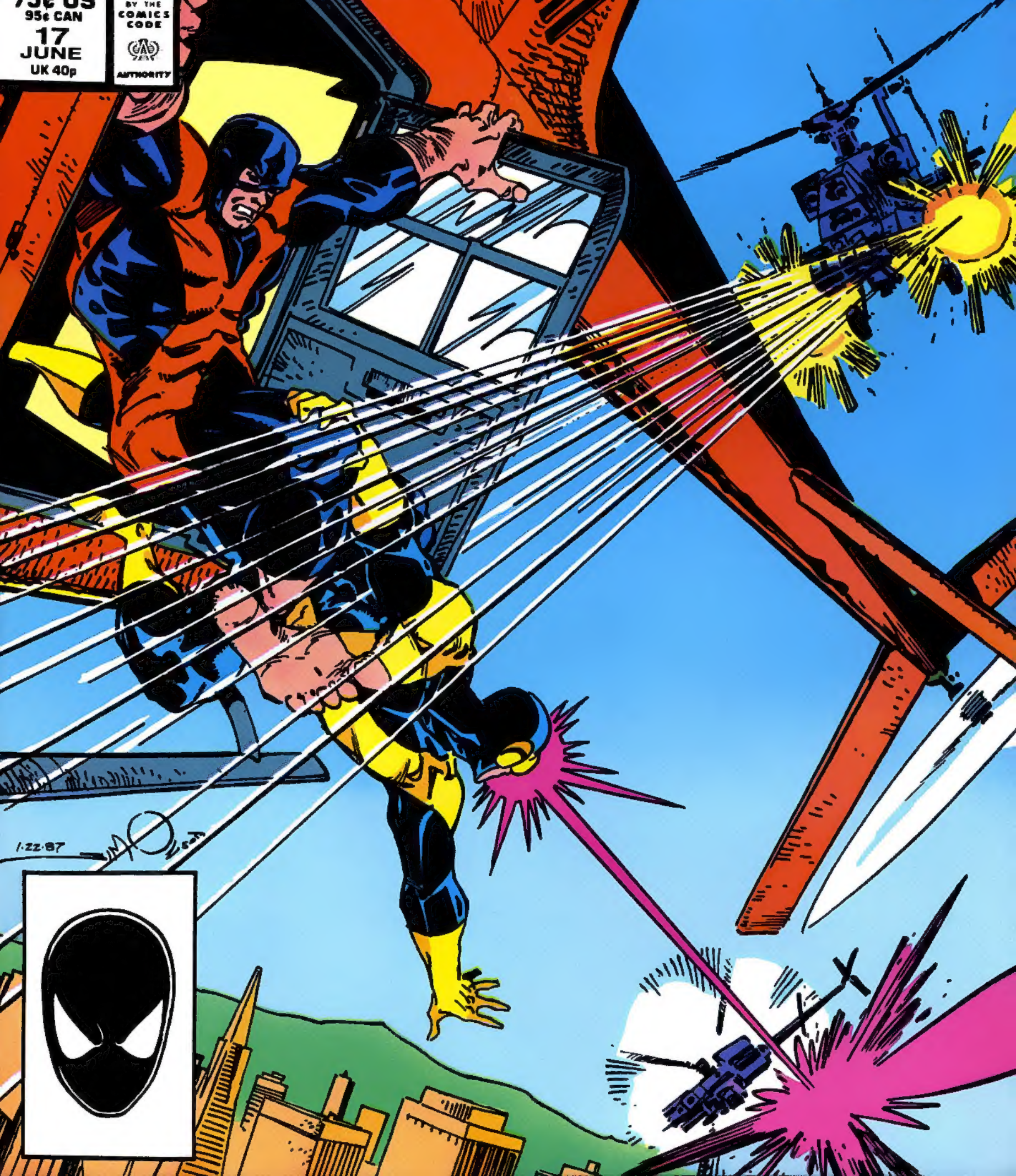


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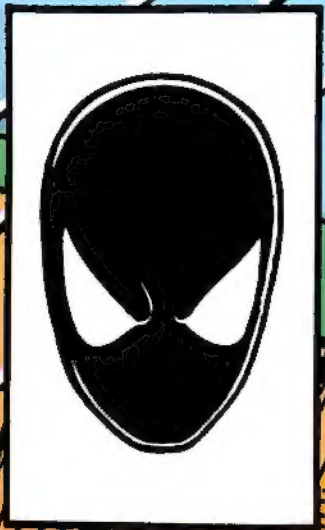
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# X-FACTOR™



1-22-87





THE WORLD BELIEVES THAT HUMAN MUTANT HUNTERS INHABIT THE BUILDING KNOWN AS THE X-FACTOR COMPLEX! THE WORLD IS HALF RIGHT!

ITS INHABITANTS ARE MUTANT HUNTERS... BUT THEY ARE ALSO MUTANTS, MUTANTS WHO PASS AS HUMAN.

THEY HAD HOPES THAT THIS CHARADE WOULD EASE THEIR ATTEMPTS TO RESCUE AND TRAIN OTHERS BORN WITH MORE THAN HUMAN POWERS!

THEY ARE FINDING THAT THEY WERE WRONG!

DOWN THERE! THAT'S THE X-FACTOR COMPLEX!

ART THOU CERTAIN THAT I SHOULD LEAVE THEE HERE, ICEMAN?

YOU STILL RADIATE THE COLD THAT EVIL LOKI FORCED FROM YOU WITH HIS DEVICES! EVEN NOW, YOUR FORM RE-CRYSTALLIZES INTO ICE!

MAYHAP A HOSPITAL WOULD BE A MORE APPROPRIATE DESTINATION?

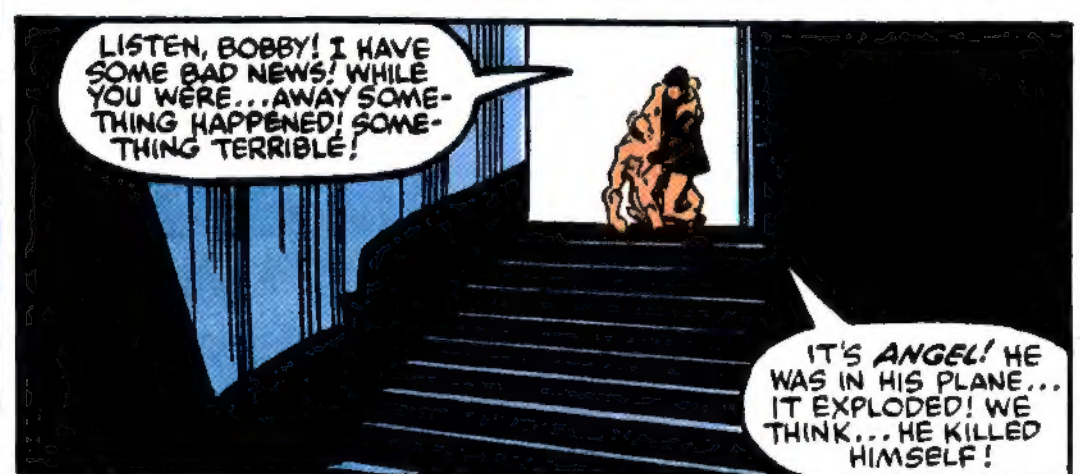
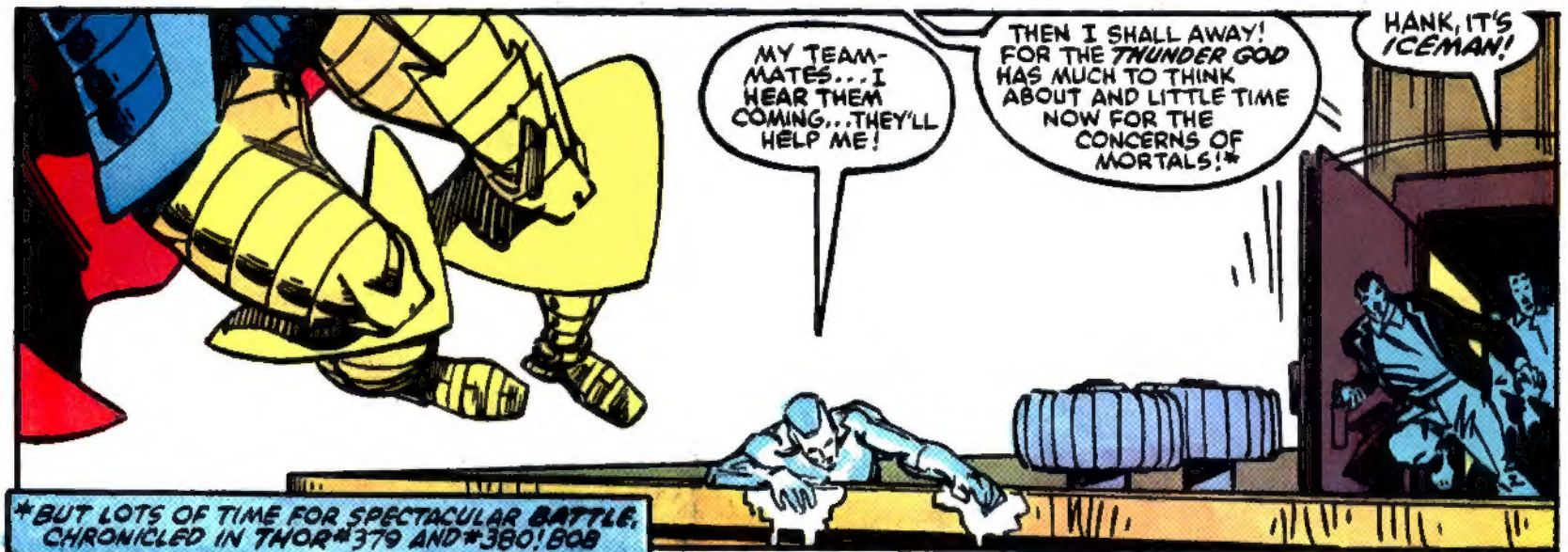
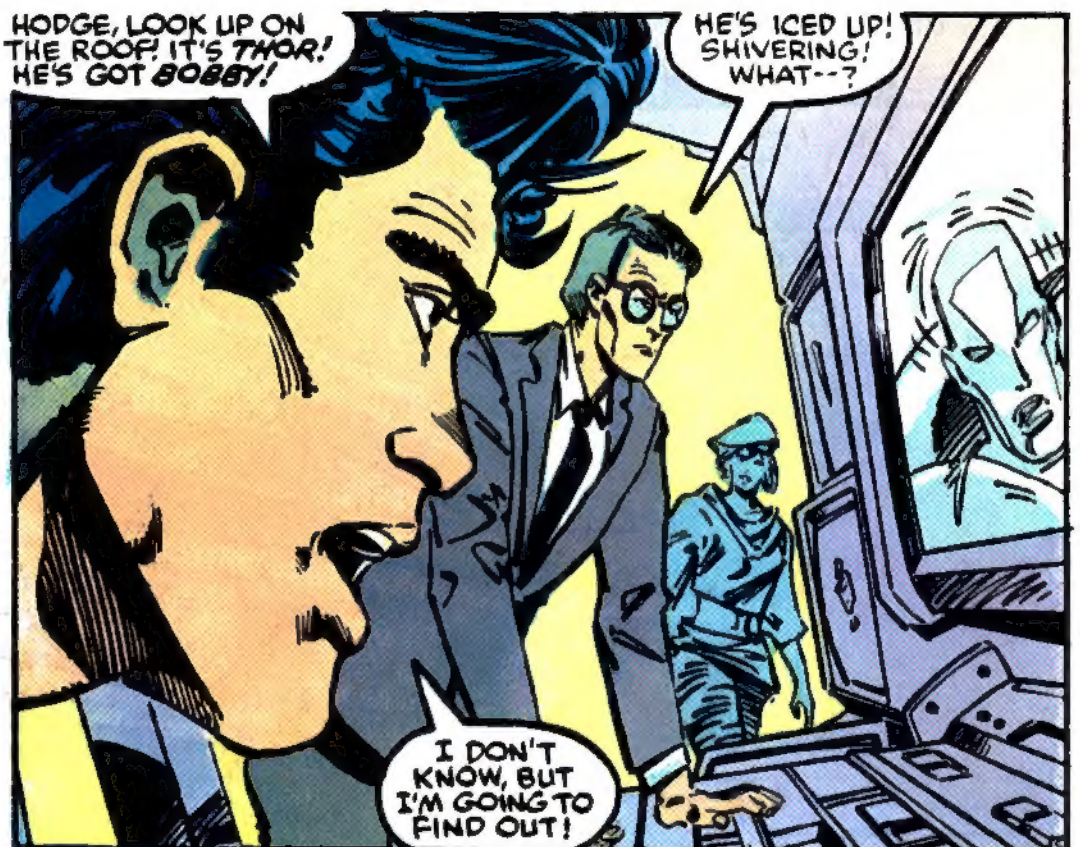
# DIE, MUTANTS, DIE!

\*IN THOR #378! BOB.

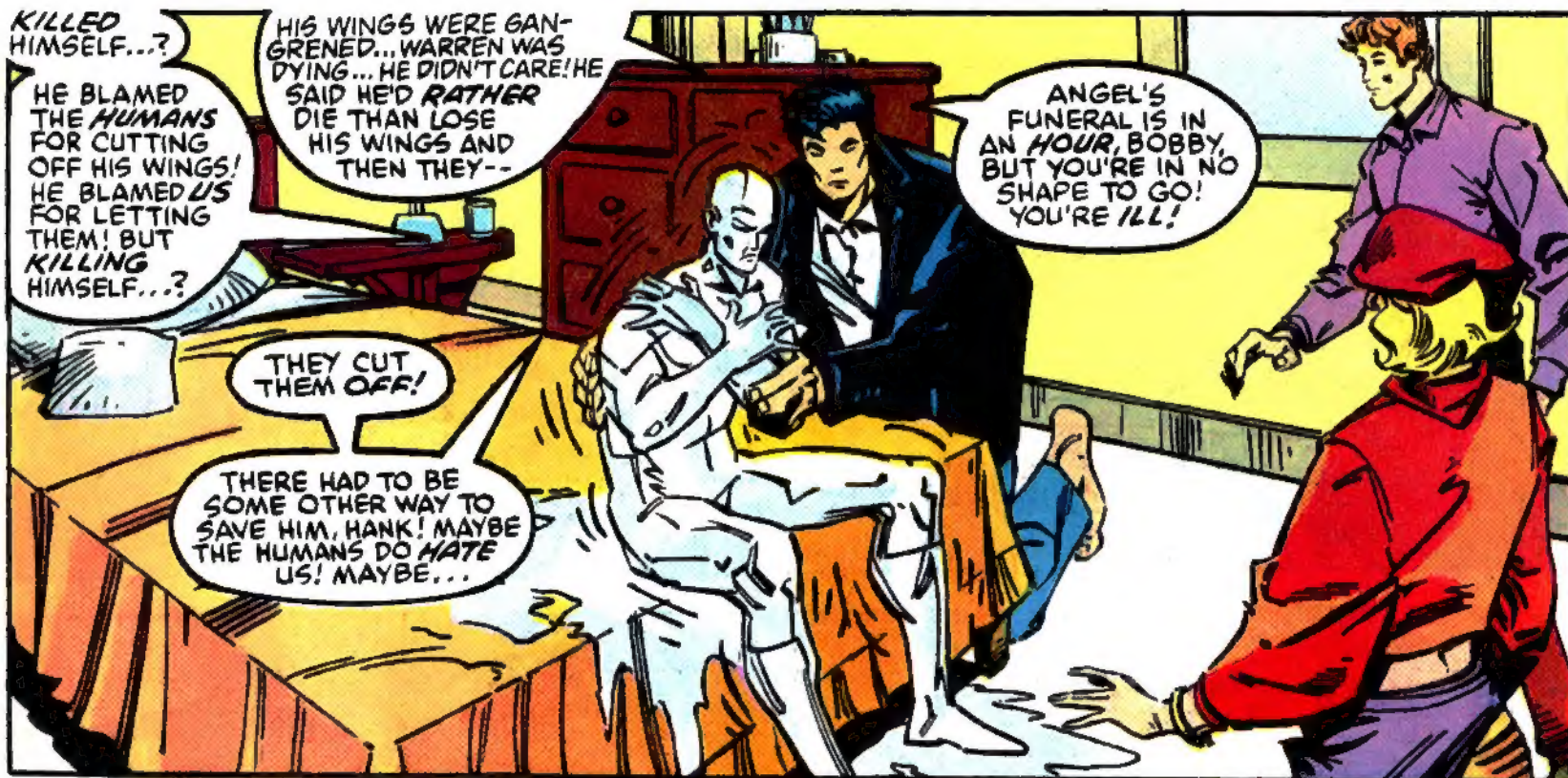
LOUISE SIMONSON WRITER WALTER SIMONSON PENCILER BOB WIACEK INKER JOE ROSEN LETTERER PETRA SCOTSE COLORIST BOB HARRAS EDITOR JIM SHOOTER EDITOR-IN-CHIEF

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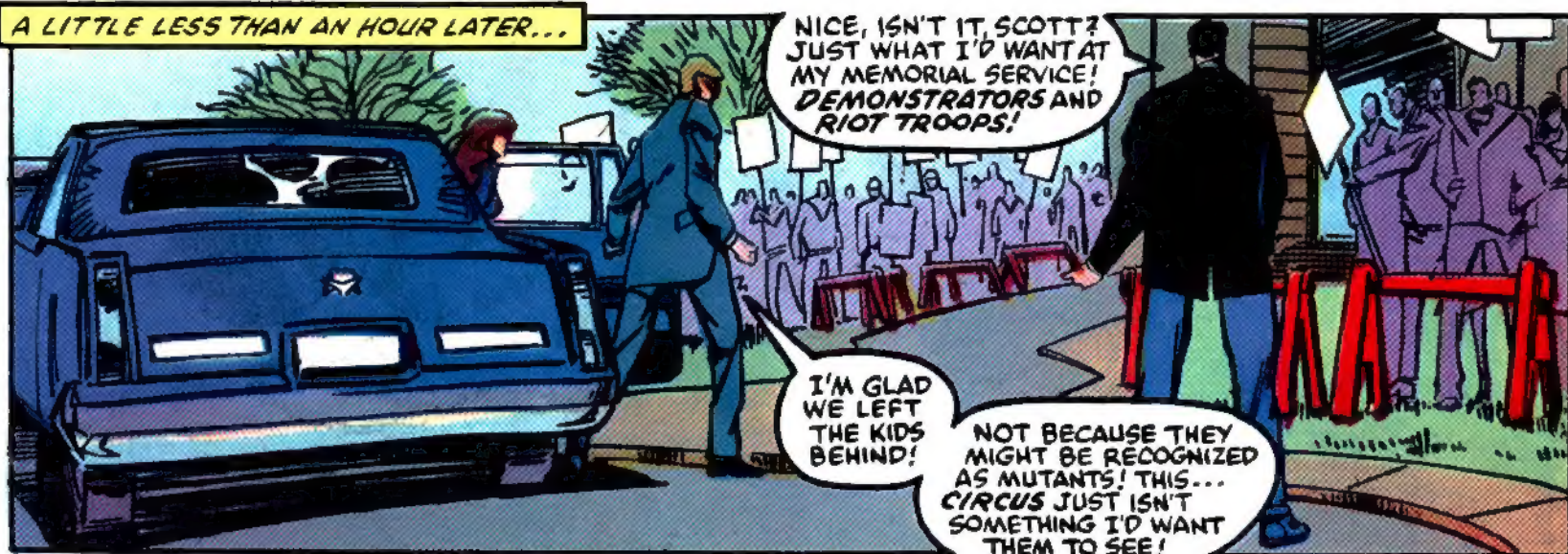








A LITTLE LESS THAN AN HOUR LATER...



NICE, ISN'T IT, SCOTT?  
JUST WHAT I'D WANT AT  
MY MEMORIAL SERVICE!  
DEMONSTRATORS AND  
RIOT TROOPS!

I'M GLAD  
WE LEFT  
THE KIDS  
BEHIND!

NOT BECAUSE THEY  
MIGHT BE RECOGNIZED  
AS MUTANTS! THIS...  
CIRCUS JUST ISN'T  
SOMETHING I'D WANT  
THEM TO SEE!

WARREN WAS A  
PUBLIC FIGURE!  
EVERYONE KNEW  
HE WAS A MUTANT  
...AND X-FACTOR'S  
BACKER...

BUT THIS  
DEMONSTRATION  
...PRO-MUTANT,  
ANTI-MUTANT!  
IT'S INSANE!

DO YOU  
SEE CANDY,  
SCOTT?

WARREN'S  
GIRL FRIEND?  
NO...



THE X-MEN AREN'T  
HERE EITHER, JEAN!  
THEY WERE ONCE  
HIS TEAMMATES!

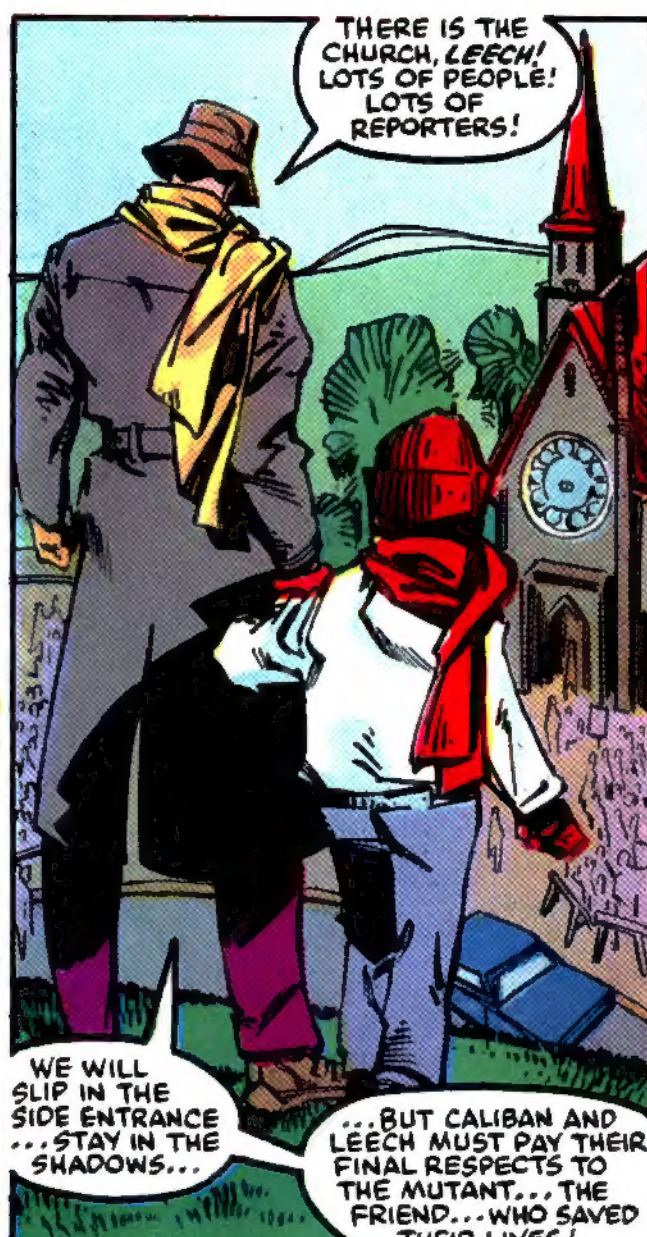
MAYBE THEY  
WENT OFF IN  
SPACE. THEY  
DO THAT  
SOMETIME...

I REMEMBER.  
MAYBE THAT'S WHERE  
I DEVELOPED THE  
KNACK FOR NEVER  
BEING AROUND WHEN  
PEOPLE NEED ME!

I COULD  
HAVE STOPPED  
HIM, JEAN! IF  
ONLY I COULD  
HAVE STOPPED  
HIM....!



THERE IS THE  
CHURCH, LEECH!  
LOTS OF PEOPLE!  
LOTS OF  
REPORTERS!



WE WILL  
SLIP IN THE  
SIDE ENTRANCE  
...STAY IN THE  
SHADOWS...

...BUT CALIBAN AND  
LEECH MUST PAY THEIR  
FINAL RESPECTS TO  
THE MUTANT... THE  
FRIEND... WHO SAVED  
THEIR LIVES!



TRISH TILBY OF W-ARC! YOU'RE A MEMBER OF X-FACTOR, THAT GANG OF MUTANT HUNTERS?

A TREMENDOUS ANTI-MUTANT BACKLASH WAS TRIGGERED BY THE REVELATION THAT X-FACTOR'S BACKER WAS WARREN WORTHINGTON III, OTHERWISE KNOWN AS THE ANGEL...

...AND THAT WORTHINGTON'S BRUTAL ADVERTISING CAMPAIGN CONTINUES TO FAN THE FLAMES OF BIGOTRY AND HATRED AGAINST--

BRUTAL!?! NO WAY! NOHOW! WARREN WAS THE MOST PEACEFUL GUY I KNEW! AND NOW HE'S DEAD!

WHAT RIGHT HAVE YOU TO...

...TO...

YOUR HAND!

BRRRRRR!

HEY! MY LENS ICED OVER! HOW COME EVERY TIME I GET NEAR THESE GUYS, MY CAMERA QUILTS ON ME!

ICEMAN HAS LOST CONTROL OF HIS POWER!

THE COLD! CAN'T STOP IT... CONTROL--

IT'S QUIT! THANK HEAVEN! BUT WHY?

LEECH! KEEP YOUR HEAD DOWN ...BUT COME!

WE MUST GET CLOSE ENOUGH SO THAT YOUR POWER CANCELS HIS! WE MUST STOP HIM BEFORE HIS MUTANT IDENTITY IS REVEALED!





COME INSIDE, BOBBYDRAKE!  
IS IT NOT... COLD AND ICY  
OUT HERE?

CALIBAN!  
AND LEECH!  
YEAH! YEAH,  
IT IS!

INDEED,  
ROBERT,  
YOU'RE  
OBVIOUSLY  
UNWELL!

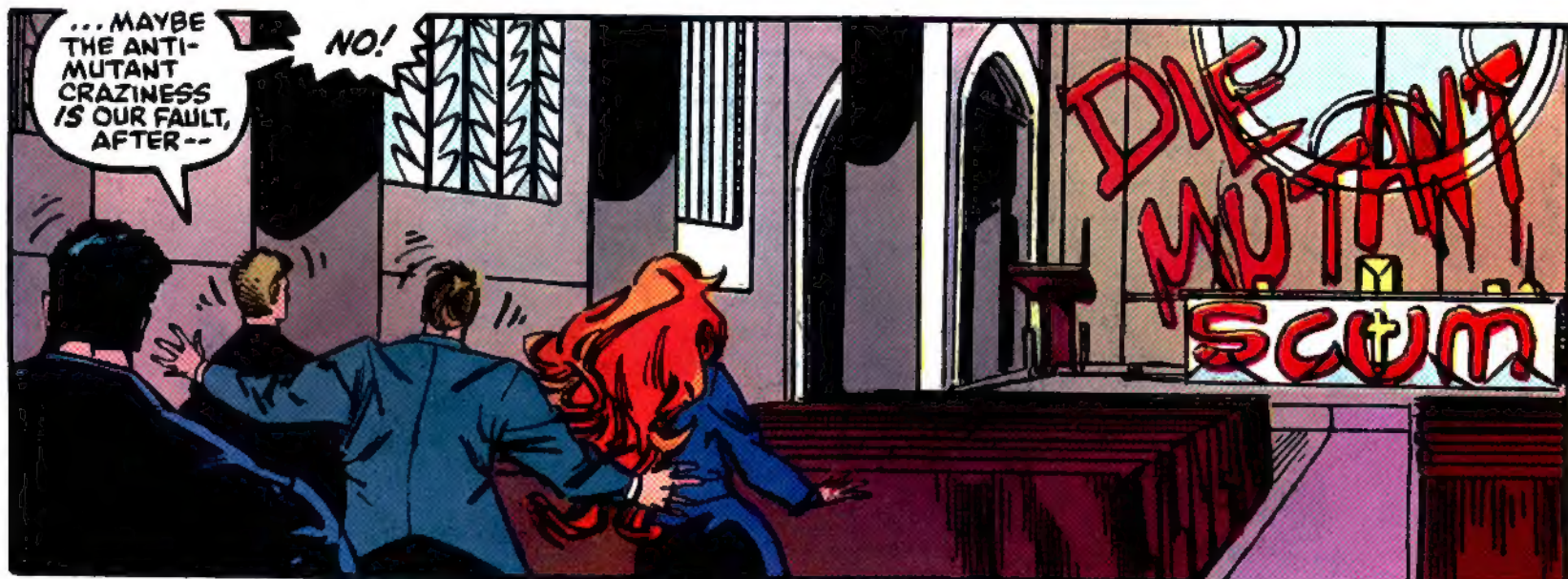
MISS TILBY?  
I'M CAMERON  
HODGE, X-FACTOR'S  
PUBLIC RELATIONS  
DIRECTOR!



YOU HAVE  
A STATE-  
MENT?

INDEED I DO! WARREN WORTHINGTON  
USED HIS VAST FORTUNE TO FINANCE  
X-FACTOR, BECAUSE, AS A MUTANT, HE  
UNDERSTOOD OUR NEED TO RID SOCIETY  
OF A DANGEROUS ELEMENT...

LISTEN TO THAT  
BULL! WHAT HODGE  
IS SAYING ABOUT  
WARREN...WHAT WE'RE  
MAKING PEOPLE THINK  
THROUGH OUR ASSOCI-  
ATION WITH HIS AD  
CAMPAIGN...

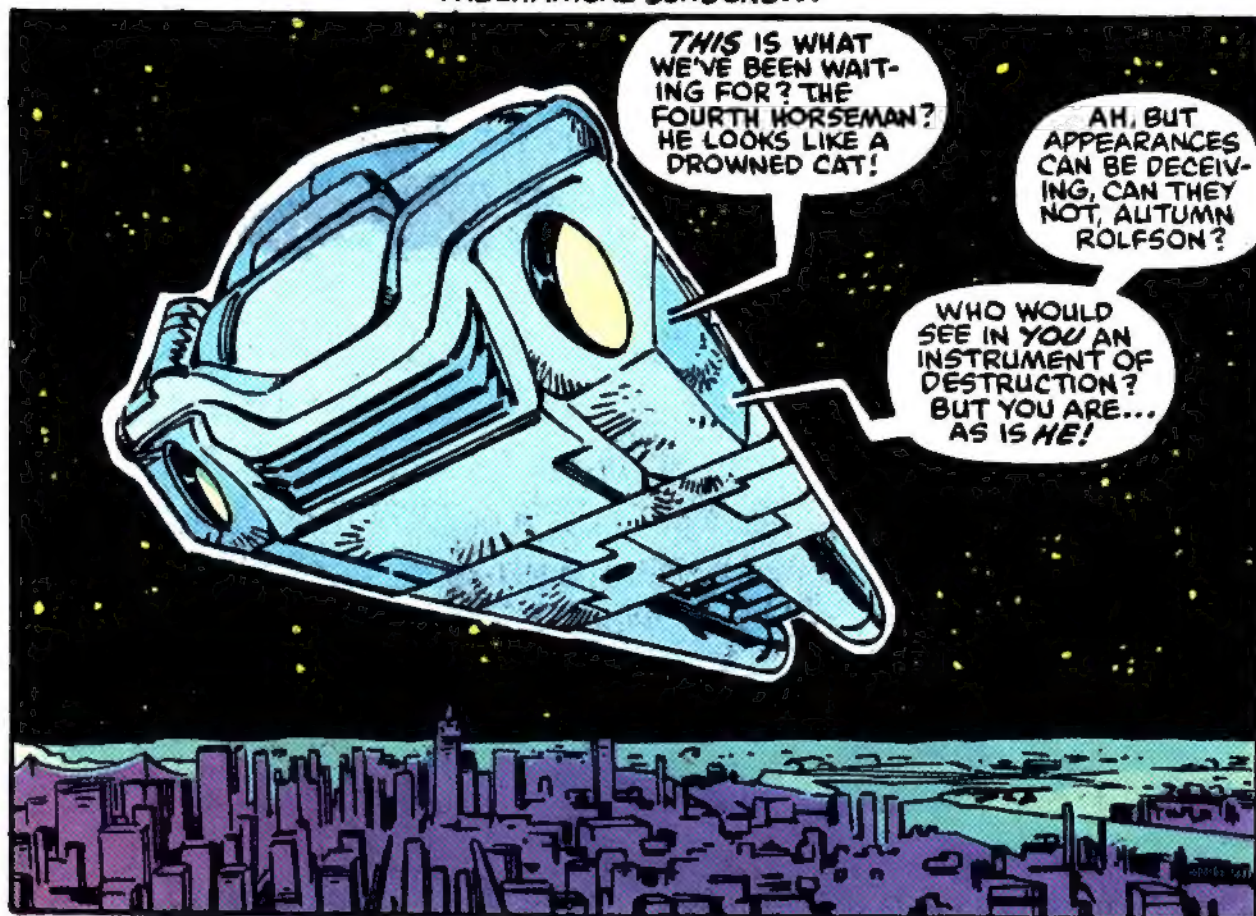


...MAYBE  
THE ANTI-  
MUTANT  
CRAZINESS  
IS OUR FAULT,  
AFTER--

NO!

DIE  
MUTANT  
SCUM

LATER, FAR OVERHEAD, IN A FLOATING FORTRESS HIDDEN FROM BOTH HUMAN AND MECHANICAL SENSORS...



THIS IS WHAT  
WE'VE BEEN WAIT-  
ING FOR? THE  
FOURTH HORSEMAN?  
HE LOOKS LIKE A  
DROWNED CAT!

AH, BUT  
APPEARANCES  
CAN BE DECEIV-  
ING, CAN THEY  
NOT, AUTUMN  
ROLFSON?

WHO WOULD  
SEE IN YOU AN  
INSTRUMENT OF  
DESTRUCTION?  
BUT YOU ARE...  
AS IS HE!

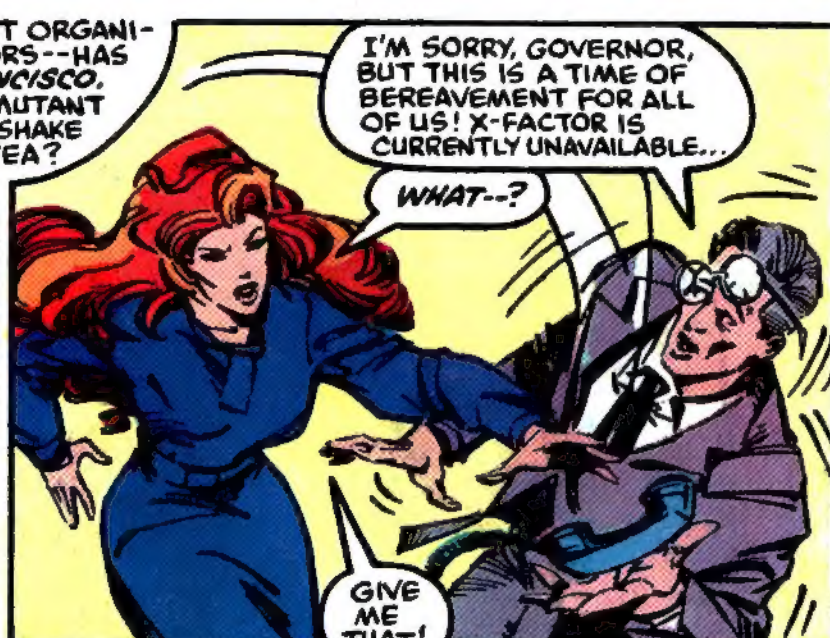
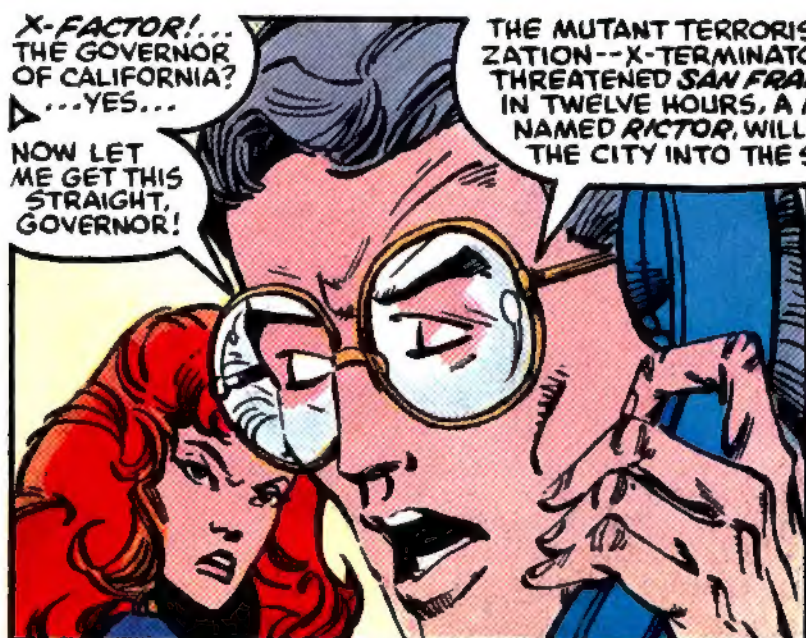
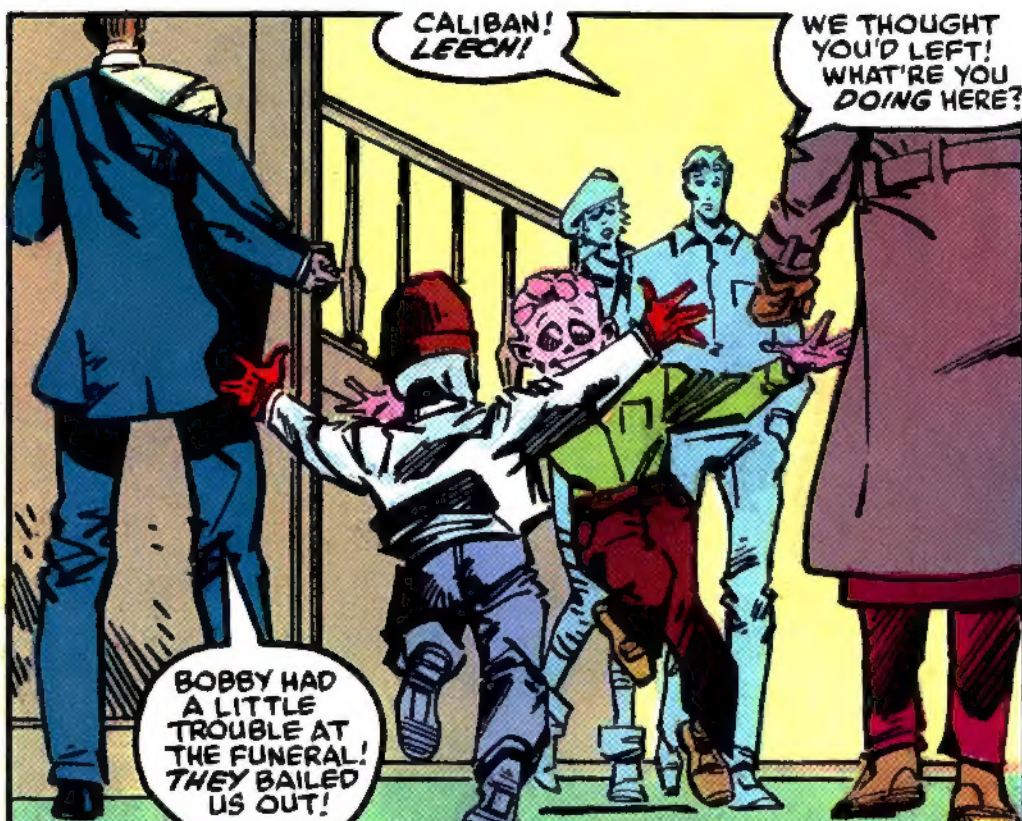
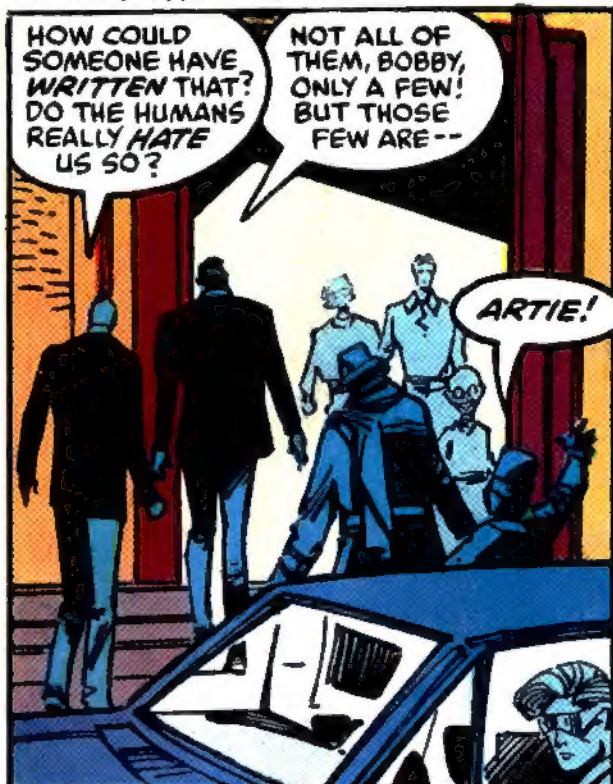


IN HIS HEART SMOLDERS  
A DARK ANGER!

I,  
APOCALYPSE  
WILL KINDLE  
THAT ANGER  
AND HE WILL  
SCRAWL MY  
NAME ACROSS  
THIS WORLD  
IN FIRE AND  
BLOOD!



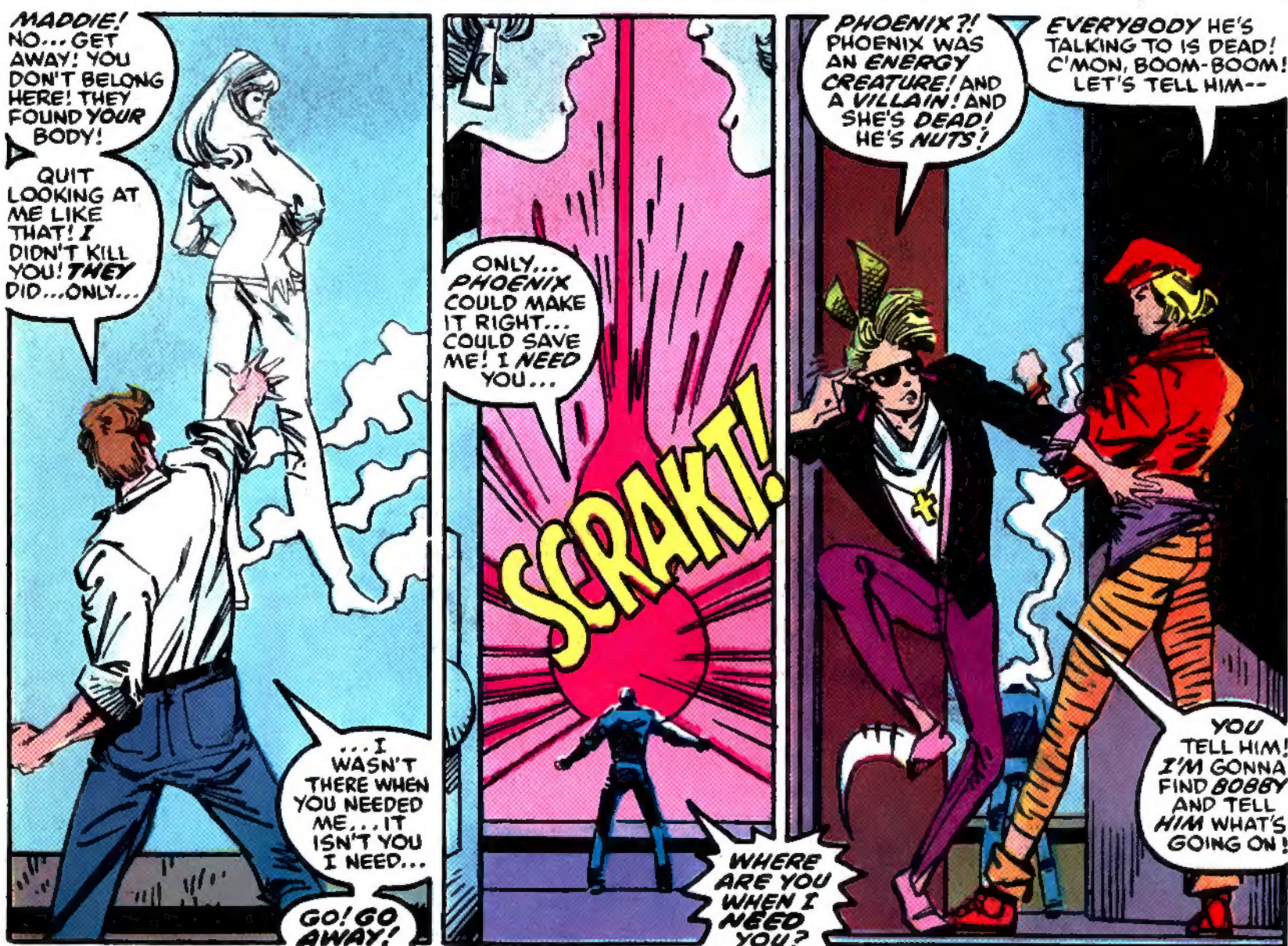
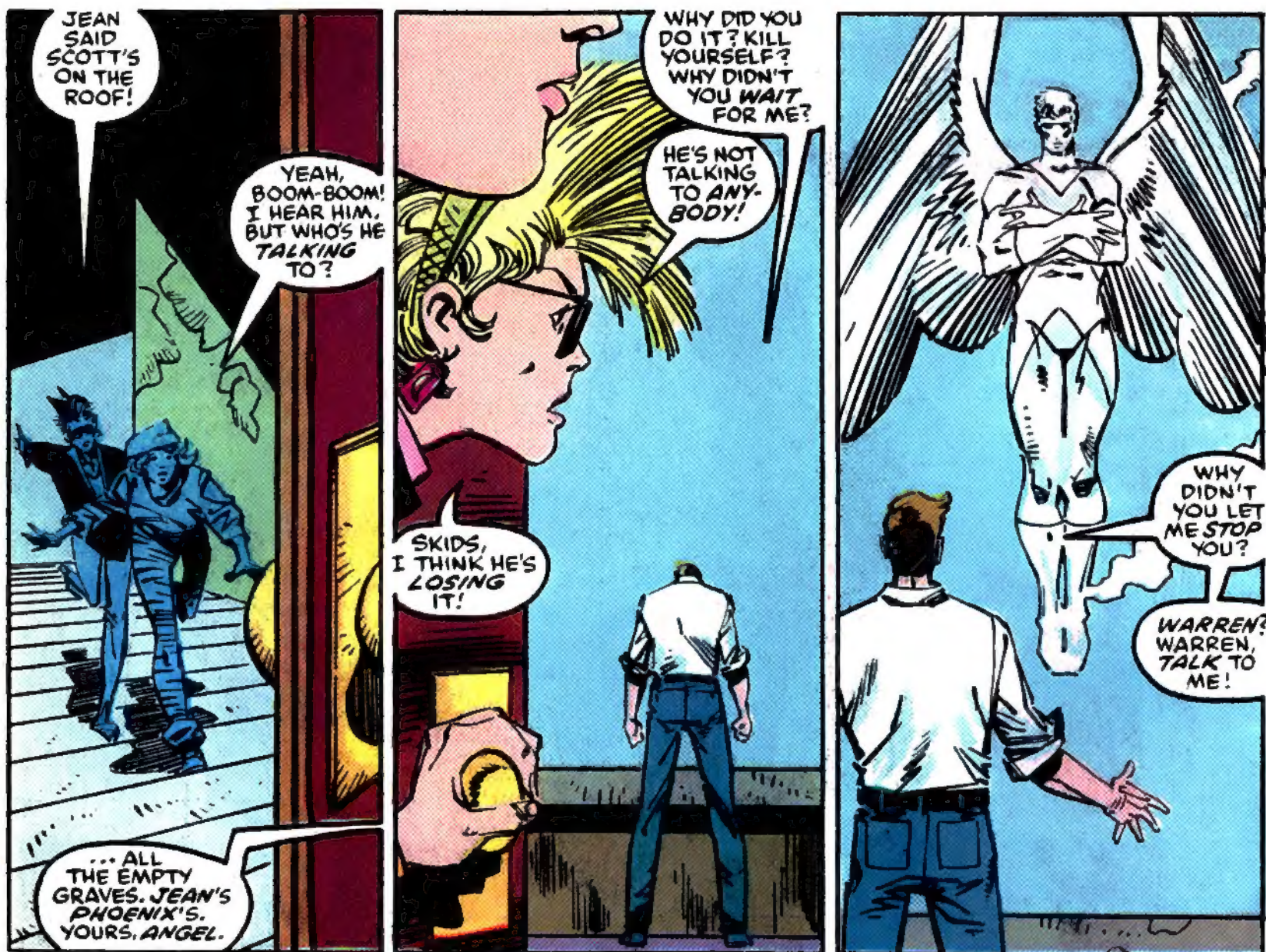
AT THE X-FACTOR COMPLEX...



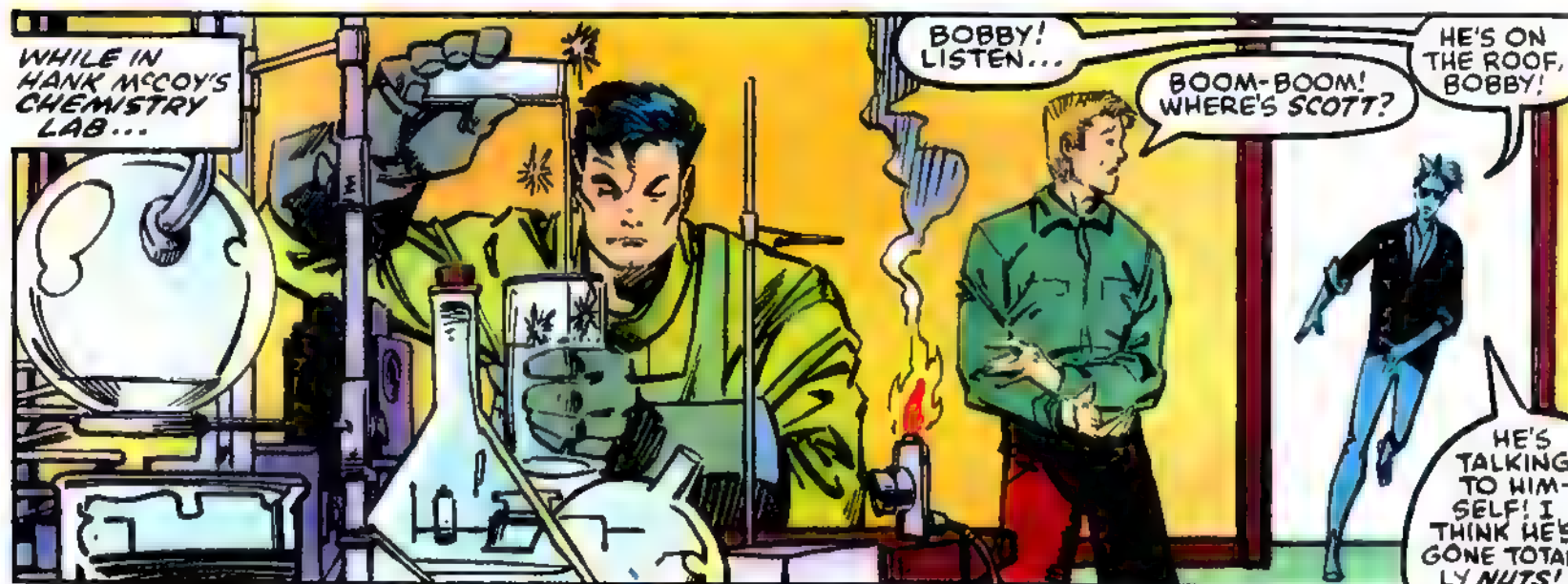
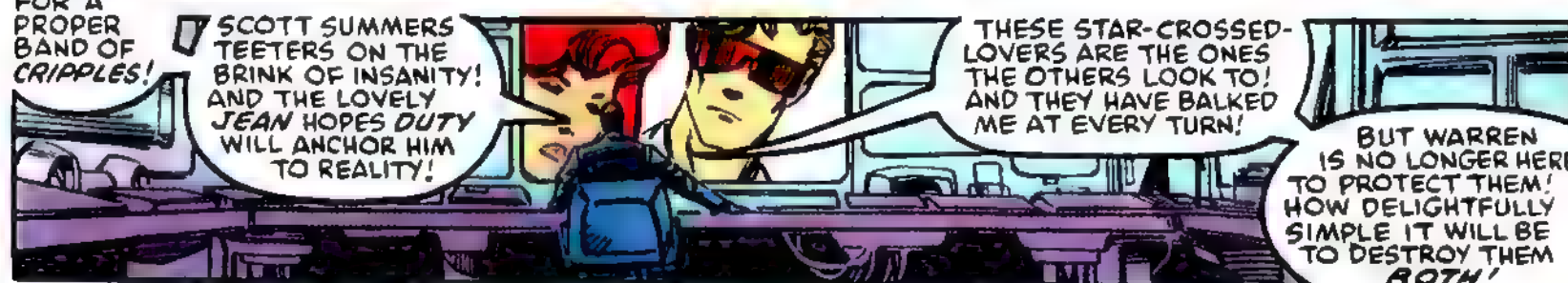
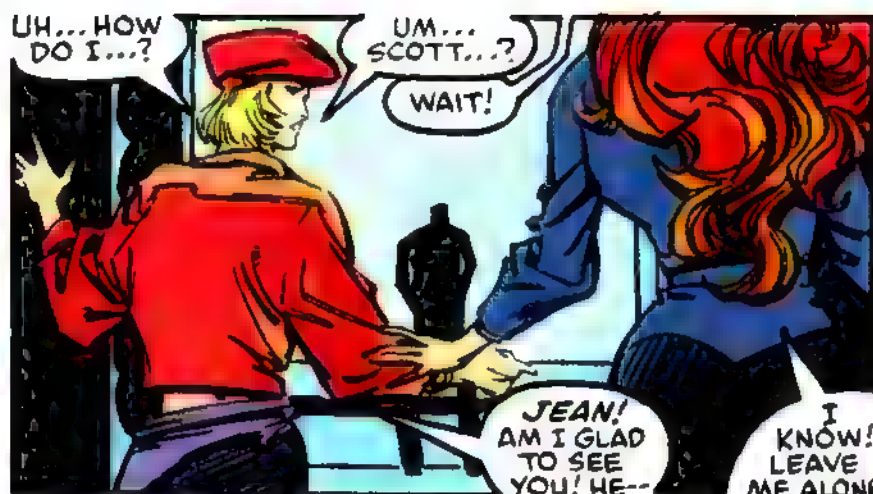














YEAH, SURE! BOBBY, GET THE LITTLE CHARMER OUT OF HERE WHILE I PUT STUFF AWAY, WILL YOU?

LOOK, I'M TRYING TO TELL YOU---! WHY WON'T YOU LISTEN?

ALL RIGHT! DON'T LISTEN! BUT YOU'VE GOT AN EXPLOSIVE SITUATION HERE...

BOOM-BOOM! NOT ONE OF YOUR TIME BOMBS! YOU WOULDN'T! YOU--

BOOM-BOOM! OUT!

...3  
...2  
...1

**BOOM!**

THAT TEARS IT! GO THE OTHER WAY, BOBBY! HEAD HER OFF! I'LL--

HEY, BOOM-BOOM! IN HERE! ALL ABOARD FOR BEAT STREET!

ARIEL...

I GUESS ...I GUESS YOU'RE RIGHT!

HA! I GOT YOU, BOOM-BOOM! AND YOUR LITTLE ACCOMPLICE!

BOOM-BOOM DUCKED IN HERE WITH ANOTHER KID! AND NOW SHE'S GONE! WHERE--?\*

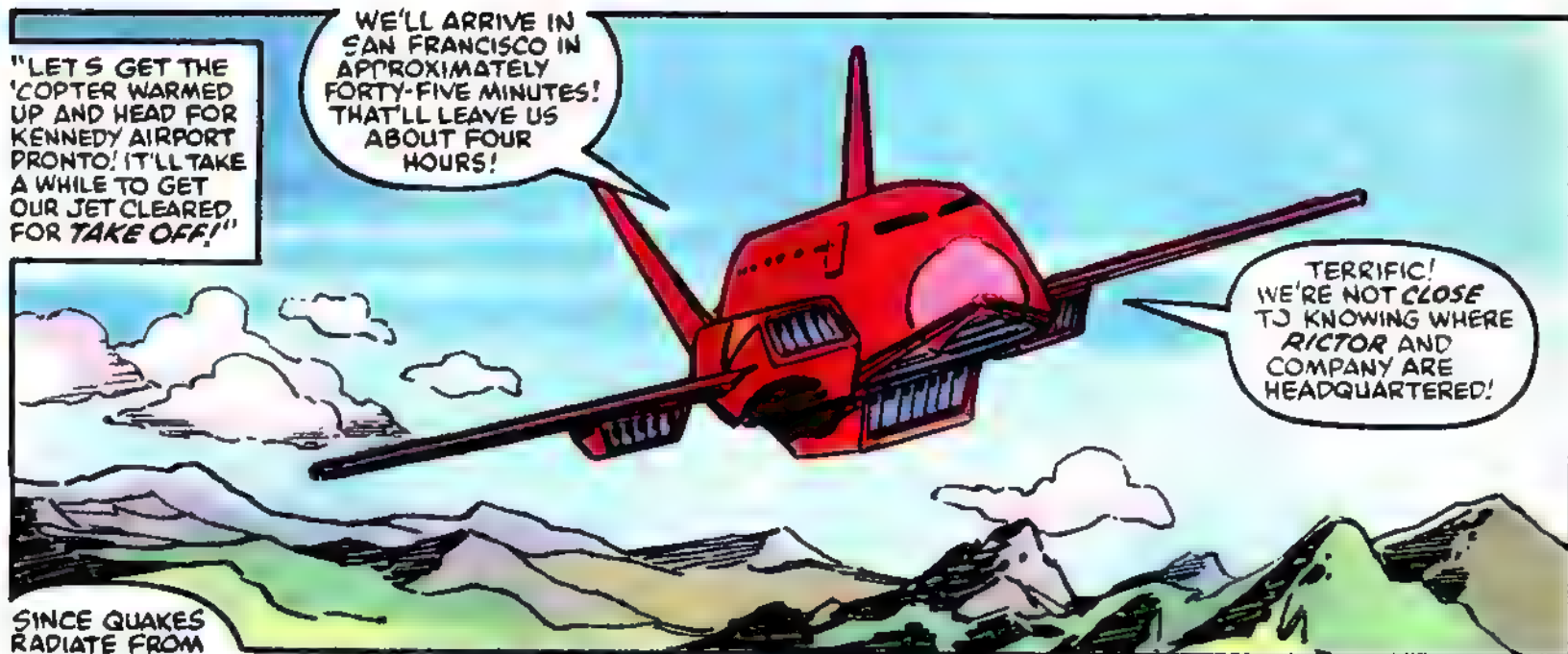
**SLAM!**

OKAY, STAY! BUT IF HE CATCHES YOU, YOU'RE HAMBURGER!

\*FOR BOOM-BOOM'S TRAVEL ITINERARY, SEE **FALLEN ANGELS#3!** TRAVEL AGENT BOB.

I THINK YOU'RE THE ONE WHO'S CRACKING UP, PAL! C'MON! I'LL KILL THE LITTLE TWERP WHEN WE GET BACK FROM CALIFORNIA!



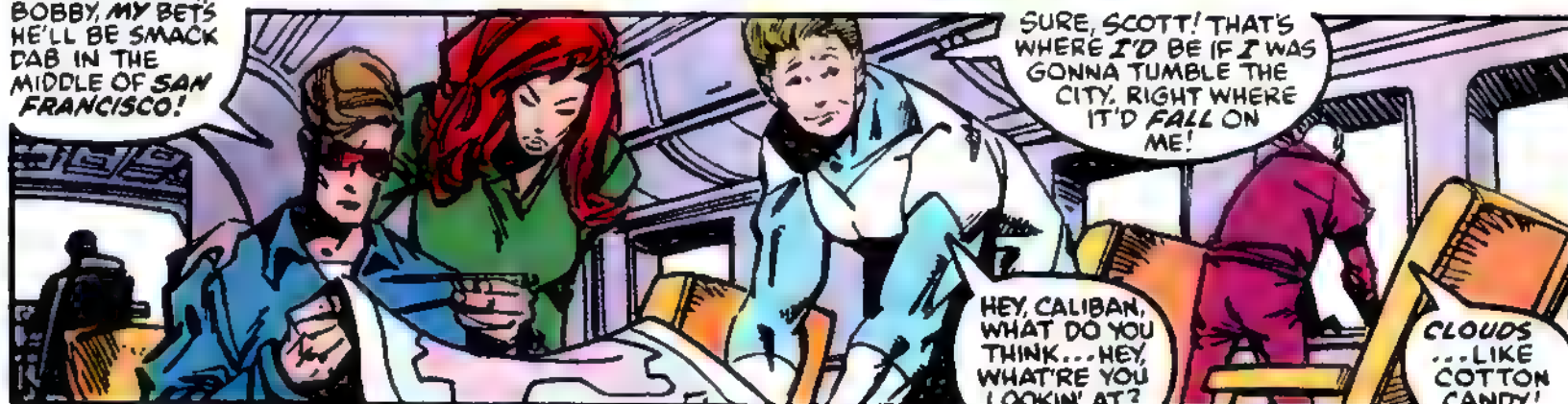


"LET'S GET THE COPTER WARMED UP AND HEAD FOR KENNEDY AIRPORT PRONTO! IT'LL TAKE A WHILE TO GET OUR JET CLEARED FOR TAKE OFF!"

WE'LL ARRIVE IN SAN FRANCISCO IN APPROXIMATELY FORTY-FIVE MINUTES! THAT'LL LEAVE US ABOUT FOUR HOURS!

TERRIFIC! WE'RE NOT CLOSE TO KNOWING WHERE RICTOR AND COMPANY ARE HEADQUARTERED!

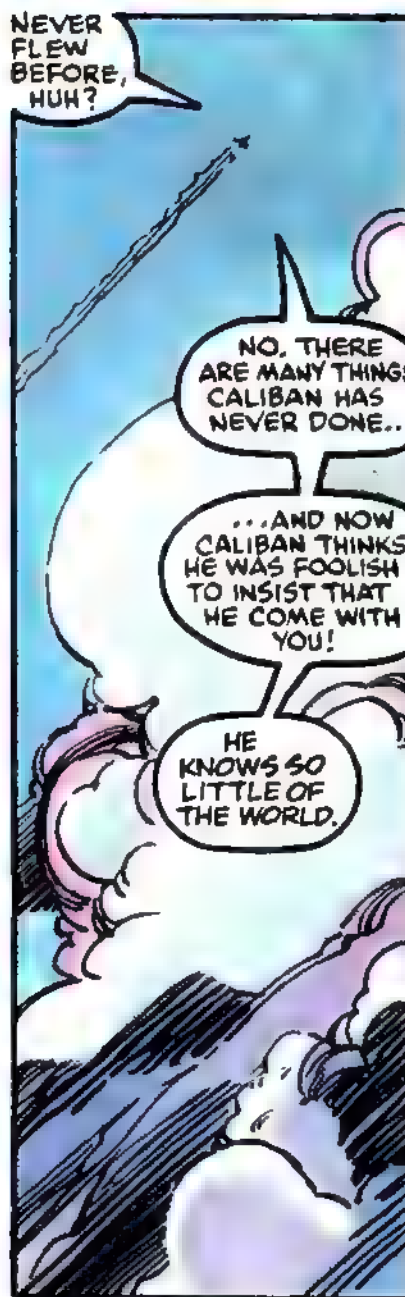
SINCE QUAKES RADIATE FROM AN EPICENTER, BOBBY, MY BETS HE'LL BE SMACK DAB IN THE MIDDLE OF SAN FRANCISCO!



SURE, SCOTT! THAT'S WHERE I'D BE IF I WAS GONNA TUMBLE THE CITY, RIGHT WHERE IT'D FALL ON ME!

HEY, CALIBAN, WHAT DO YOU THINK...HEY, WHAT'RE YOU LOOKIN' AT?

CLOUDS...LIKE COTTON CANDY!



NEVER FLEW BEFORE, HUH?

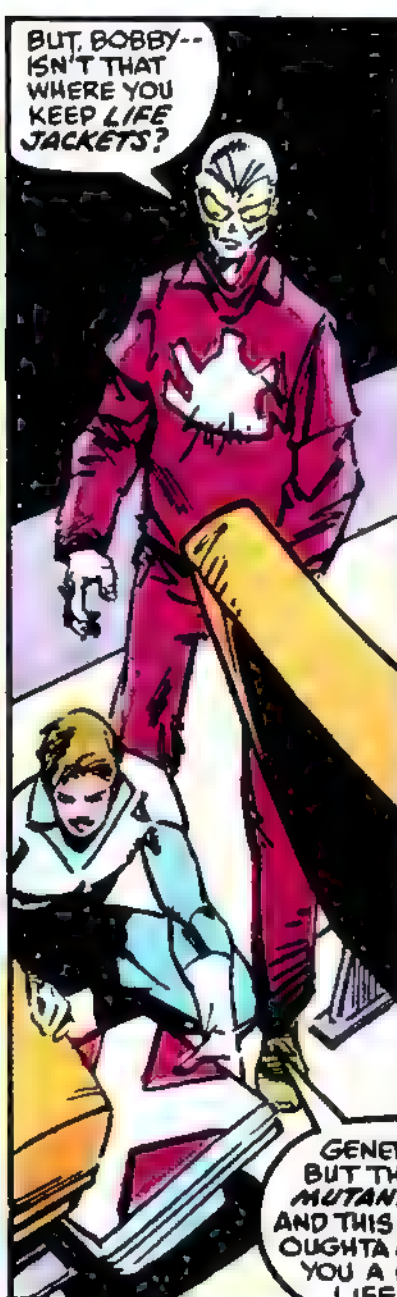
NO, THERE ARE MANY THINGS CALIBAN HAS NEVER DONE...

...AND NOW CALIBAN THINKS HE WAS FOOLISH TO INSIST THAT HE COME WITH YOU!

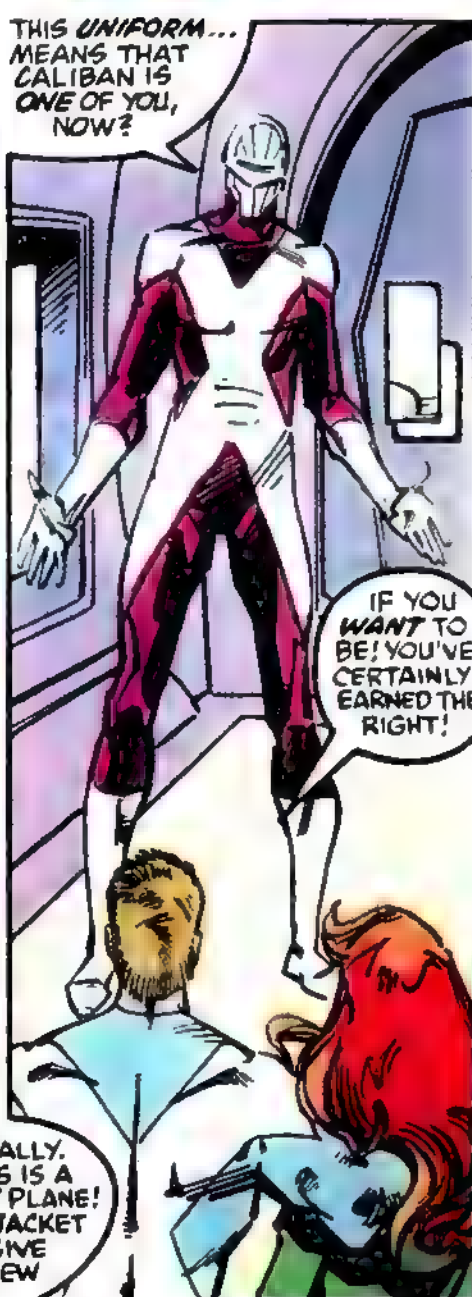
HE KNOWS SO LITTLE OF THE WORLD.



ONE THING AT A TIME! TRY THIS ON FOR SIZE!



BUT, BOBBY-- ISN'T THAT WHERE YOU KEEP LIFE JACKETS?



THIS UNIFORM... MEANS THAT CALIBAN IS ONE OF YOU, NOW?

IF YOU WANT TO BE! YOU'VE CERTAINLY EARNED THE RIGHT!

GENERALLY. BUT THIS IS A MUTANT PLANE! AND THIS JACKET OUGHTA GIVE YOU A NEW LIFE!



WHILE BACK AT THE X-FACTOR COMPLEX...

A LOTTA WEIRD THINGS'VE SURE BEEN HAPPENING LATELY!

NO KIDDING! BOBBY BEING KIDNAPED AND FROZEN! SCOTT TALKING TO THIN AIR! BOOM-BOOM DISAPPEARING!

WHERE CAN SHE HAVE GONE?

KIDNAPED BY ALIENS?

DOPE! LISTEN, ARTIE. MIND TAKING AN-OTHER MENTAL LOOK AROUND AND SEE IF YOU CAN FIND HER!

LEECH, GO ON ACROSS THE ROOM, OKAY? YOUR POWER'S BLOCKING ARTIE'S RECEPTION!

WHAT ARE YOU PROJECTING, ARTIE? BOOM-BOOM'S NOT HERE? NOT ANYWHERE?

SHE'S TOTALLY DISAPPEARED? RUSTY, WE BETTER TELL HODGE!

IT WON'T DO ANY GOOD!

WE GOTTA, RUSTY! WHO ELSE IS THERE TO TELL?

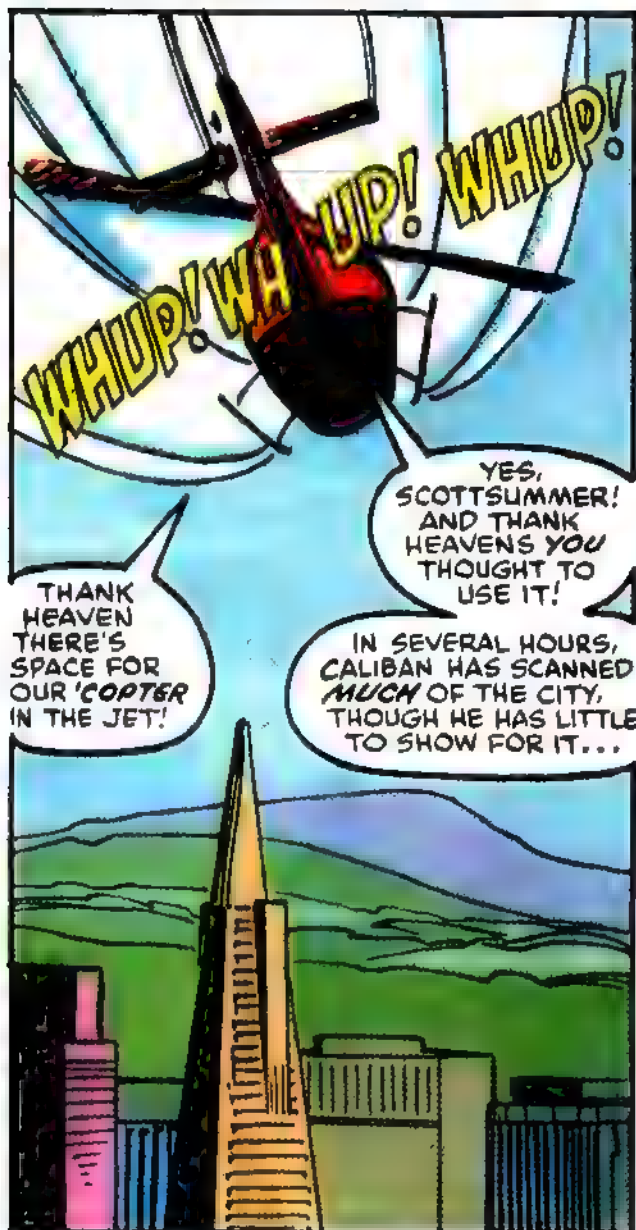
THEY'RE COMING! NO! JUST BE READY... NO, PLAY IT STRAIGHT, BLAST YOU! DON'T GIVE IT AWAY!

WE MIGHT SALVAGE THIS OPERATION, YET!

IT SOUNDS FISHY TO ME, TOO, ARTIE! FORGET IT, SKIDS! WE'RE NOT GONNA TELL HODGE ANYTHING!



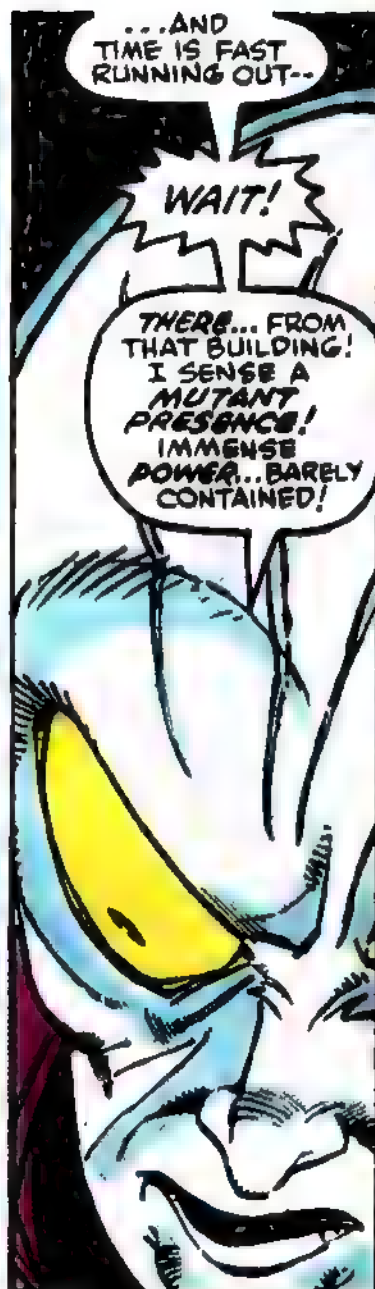
SEVERAL HOURS LATER, HIGH ABOVE  
SAN FRANCISCO...



THANK  
HEAVEN  
THERE'S  
SPACE FOR  
OUR 'COPTER  
IN THE JET!

YES,  
SCOTT SUMMER!  
AND THANK  
HEAVENS YOU  
THOUGHT TO  
USE IT!

IN SEVERAL HOURS,  
CALIBAN HAS SCANNED  
MUCH OF THE CITY,  
THOUGH HE HAS LITTLE  
TO SHOW FOR IT...



...AND  
TIME IS FAST  
RUNNING OUT--

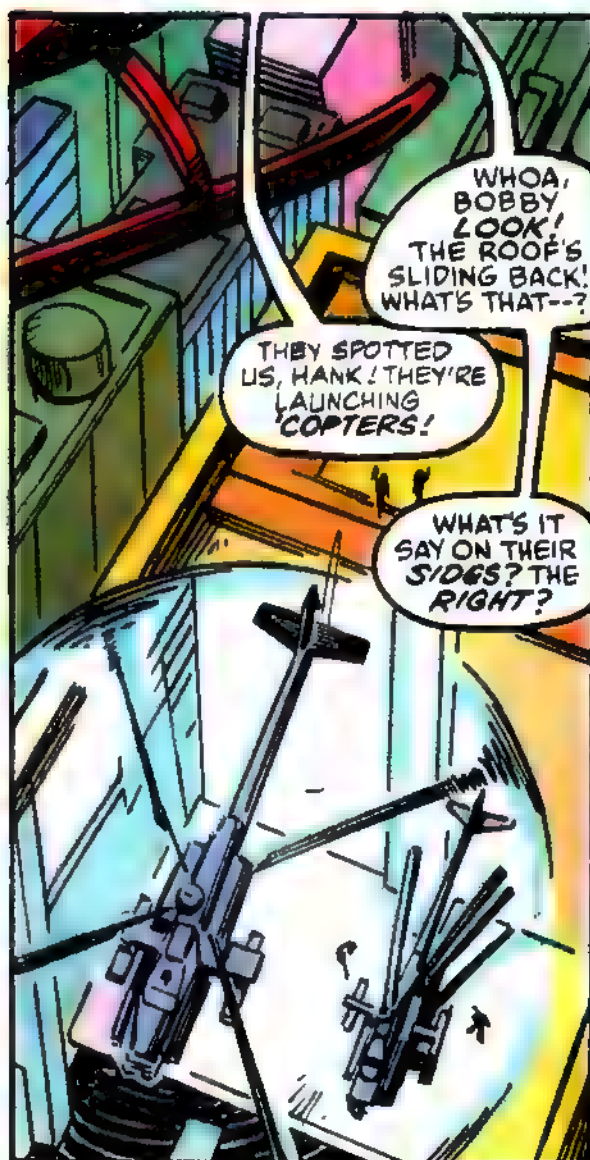
WAIT!

THERE... FROM  
THAT BUILDING!  
I SENSE A  
MUTANT  
PRESENCE!  
IMMENSE  
POWER... BARELY  
CONTAINED!



GREAT!  
COME ON,  
HANK! LAND  
THIS THING!

WHEN I GET  
A HOLD OF THAT  
SUCKER WHO'S  
GIVING US  
X-TERMINATORS  
--ALL OF US  
MUTANTS-- A  
BAD NAME,  
I'M GONNA--



WHOA,  
BOBBY!  
LOOK!  
THE ROOF'S  
SLIDING BACK!  
WHAT'S THAT--?

THEY SPOTTED  
US, HANK! THEY'RE  
LAUNCHING  
'COPTERS!

WHAT'S IT  
SAY ON THEIR  
SIDES? THE  
RIGHT?

IT MEANS WE'VE  
COME TO THE  
"RIGHT" PLACE,  
PAL!

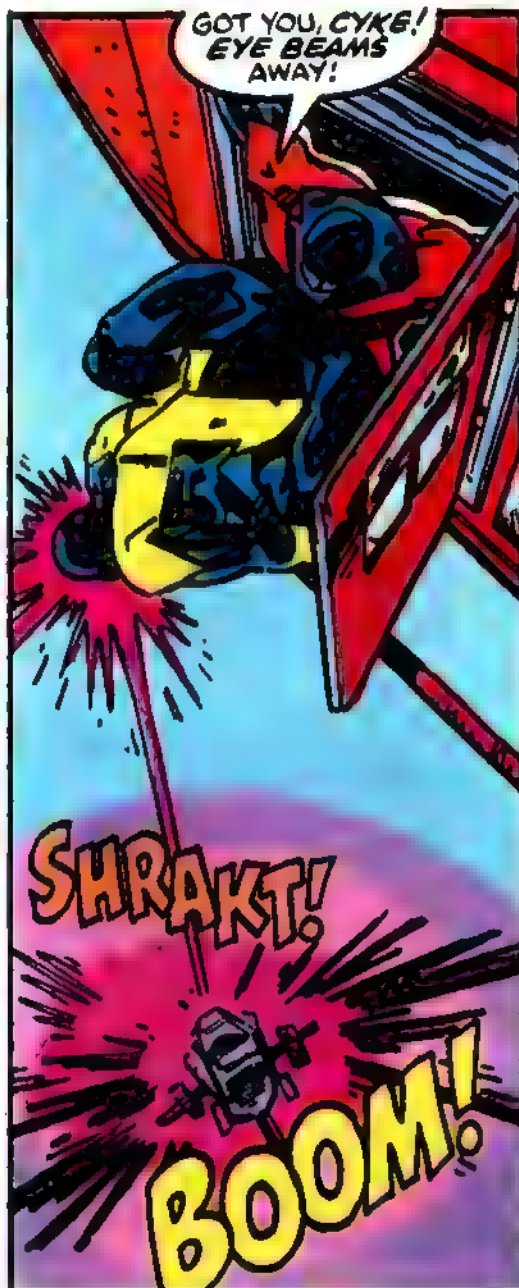
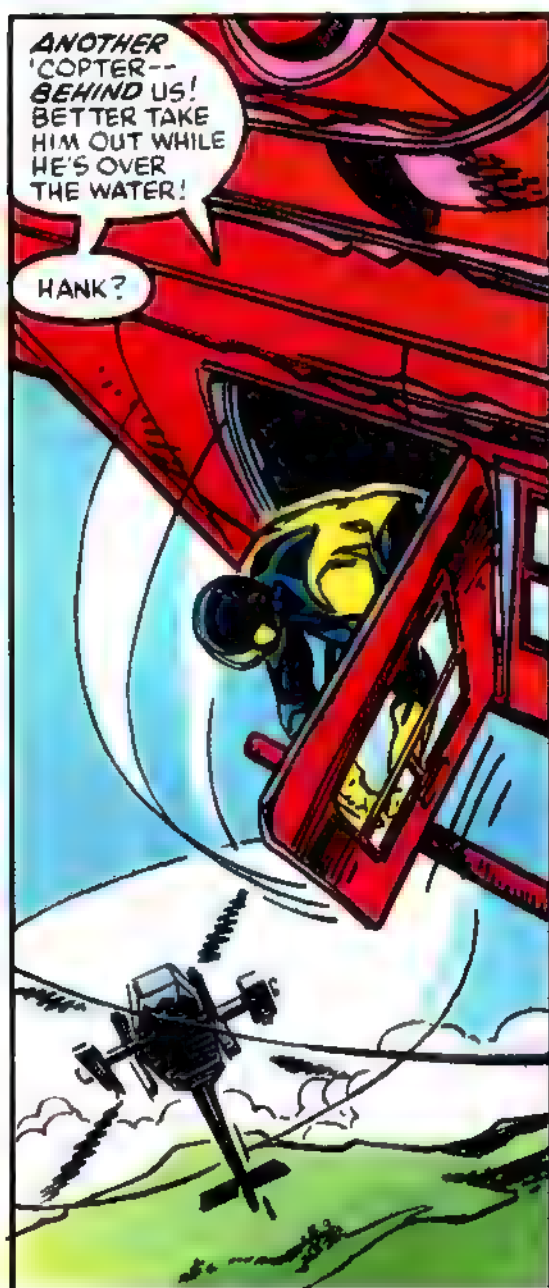
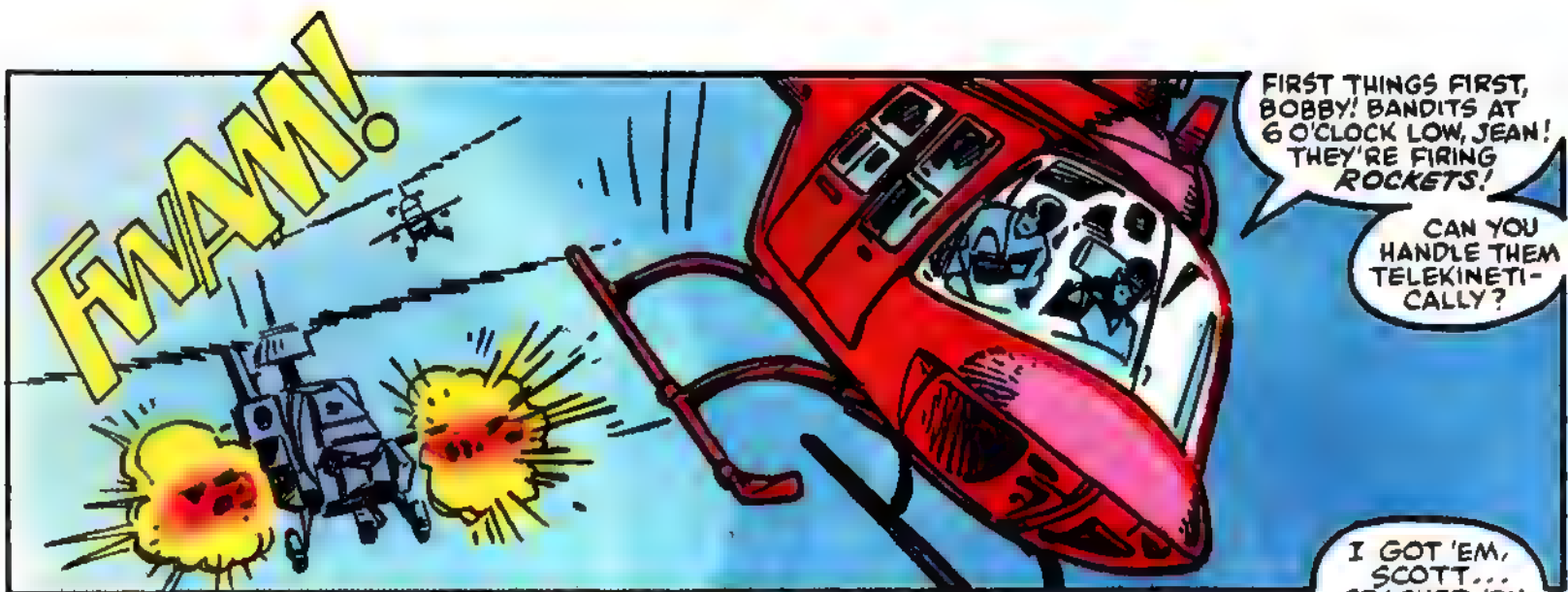
FUNNY,  
BOBBY! MAYBE  
YOUR BODY'S THAWED,  
BUT YOU STILL GOT ICE  
CRYSTALS ON THE BRAIN!  
WHAT NOW, SCOTT?

WHY ASK SCOTT?  
WE GOT ABOUT  
FIFTEEN MINUTES,  
HANK! LET'S GET  
DOWN THERE, FIND  
RICKTOR, AND KICK  
SOME SERIOUS  
BUTT...

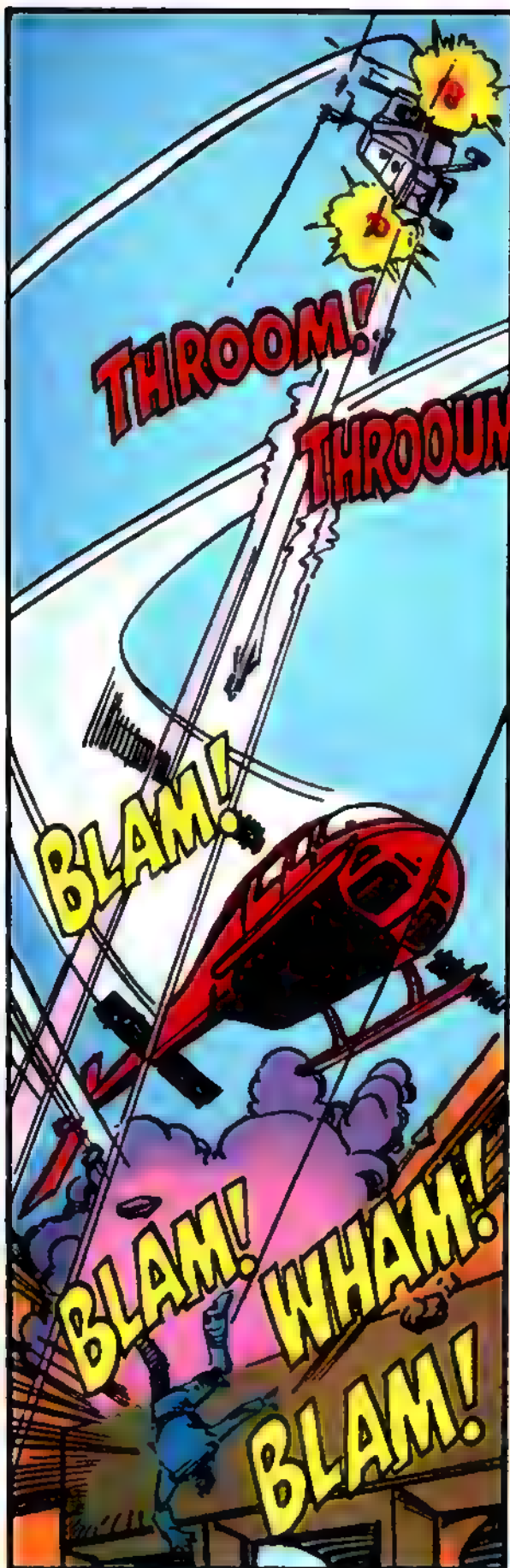


... 'FORE  
THAT WHOLE  
HOUSE OF CARDS  
TUMBLES INTO  
THE BAY!





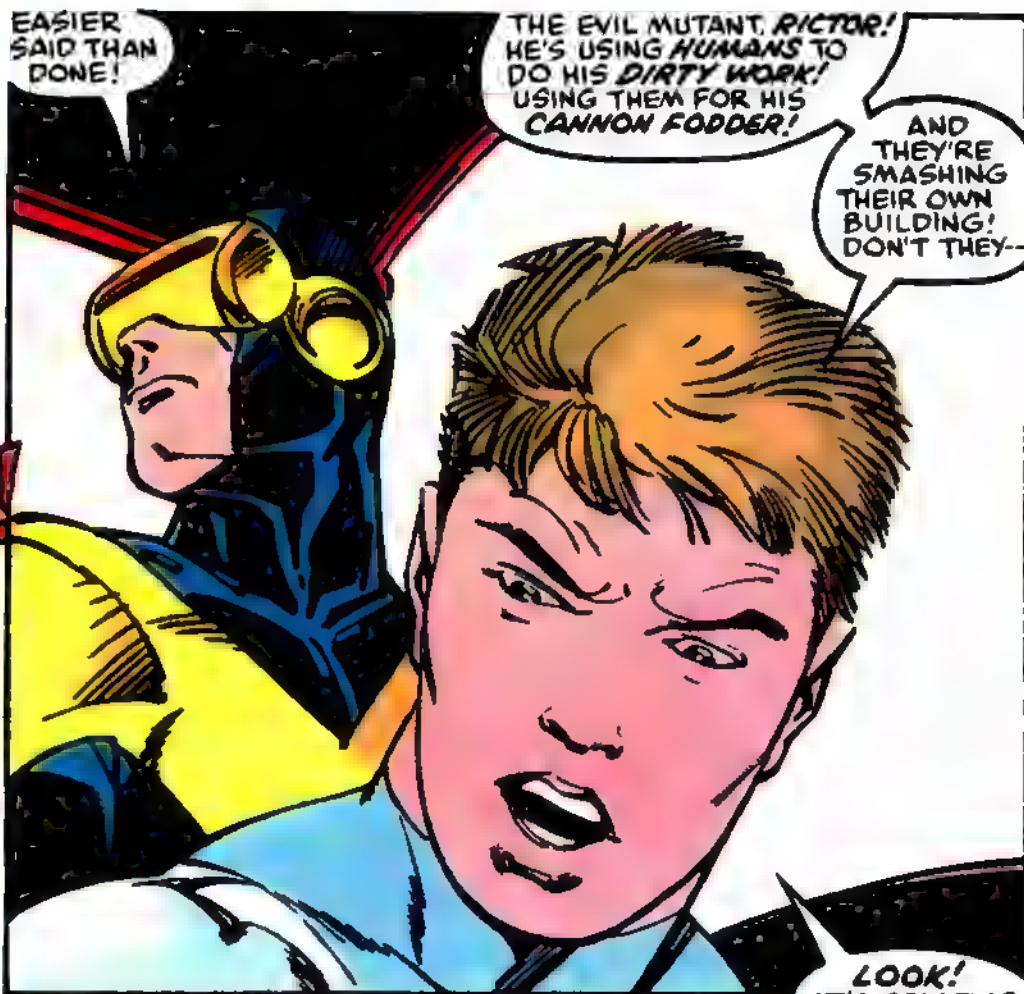




EASIER  
SAID THAN  
DONE!

THE EVIL MUTANT, *RICTOR*!  
HE'S USING *HUMANS* TO  
DO HIS *DIRTY WORK*!  
USING THEM FOR HIS  
CANNON FODDER!

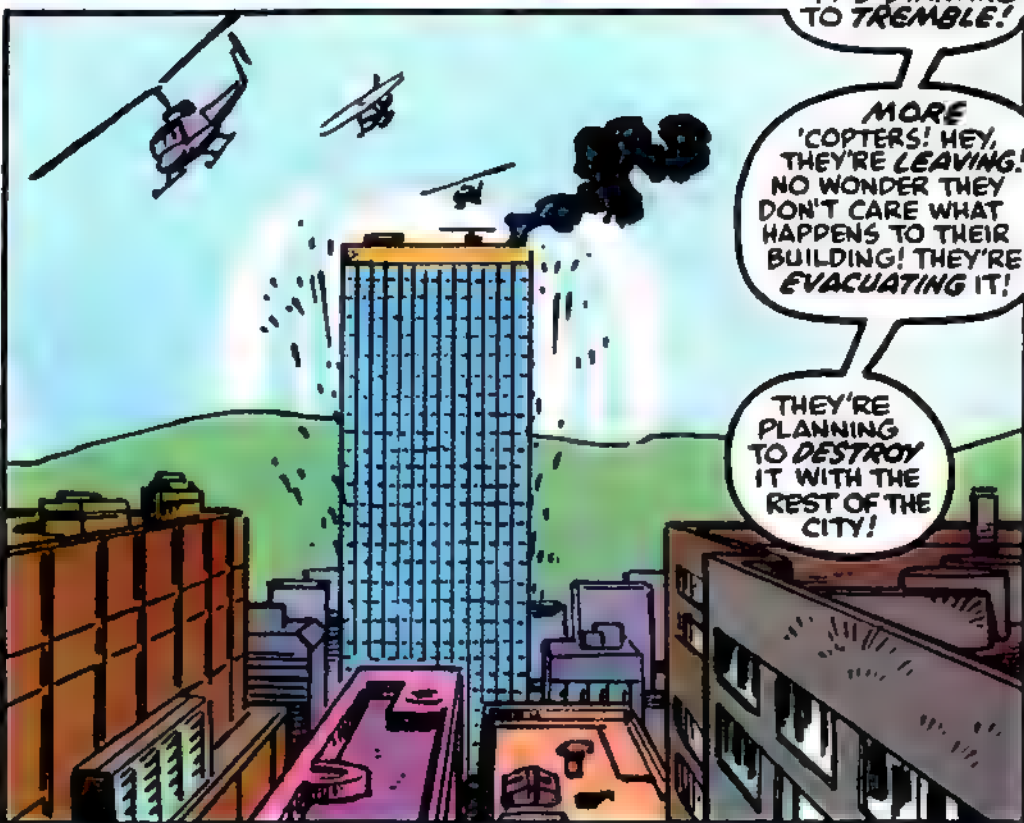
AND  
THEY'RE  
SMASHING  
THEIR OWN  
BUILDING!  
DON'T THEY--



LOOK!  
IT'S STARTING  
TO TREMBLE!

MORE  
'COPTERS! HEY,  
THEY'RE LEAVING!  
NO WONDER THEY  
DON'T CARE WHAT  
HAPPENS TO THEIR  
BUILDING! THEY'RE  
EVACUATING IT!

THEY'RE  
PLANNING  
TO DESTROY  
IT WITH THE  
REST OF THE  
CITY!



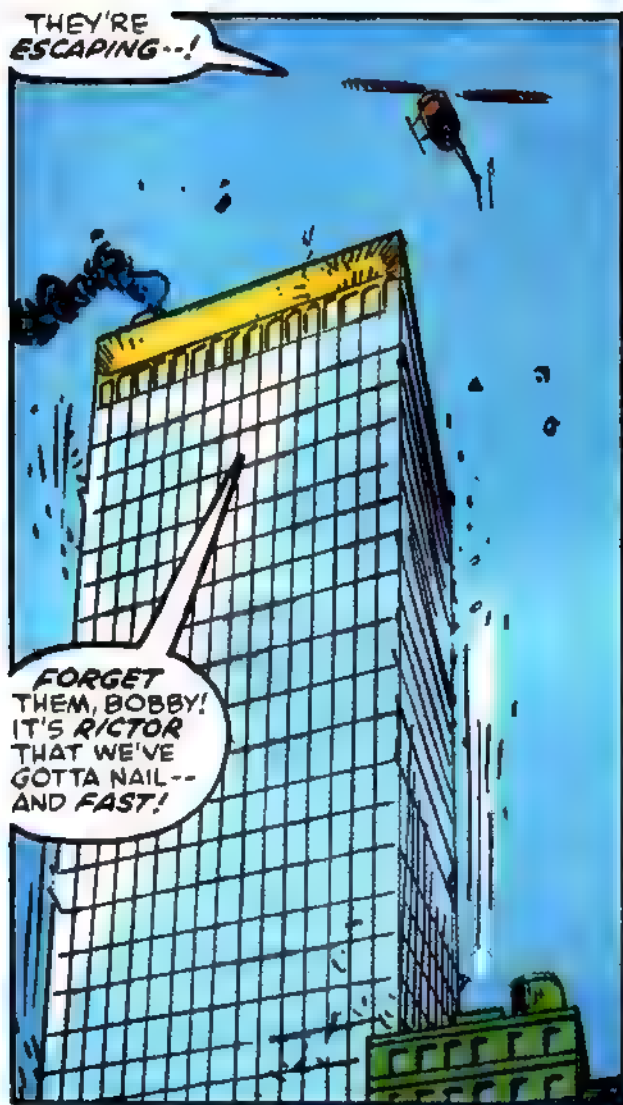
WHERE'S  
*RICTOR*,  
CALIBAN?

IF HE  
IS THE  
POWER  
SOURCE,  
HE IS FAR  
BELOW!

AND TIME'S  
RUNNING  
OUT! WE'VE  
ONLY GOT  
SEVEN  
MINUTES  
LEFT!







FORGET THEM, BOBBY! IT'S RICTOR THAT WE'VE GOTTA NAIL-- AND FAST!



THIS IS A FIRST CLASS PAIN!  
WE CREATE X-FACTOR TO SAVE MUTANTS FROM HUMAN OPPRESSION AND ALL WE DO IS FIGHT EVIL MUTANTS!



THAT'S... RICTOR?

HE'S JUST A KID!

SOMETIMES ROTTEN THINGS COME IN SMALL PACKAGES! HE'S SHAKING THE BLASTED BUILDING APART, SCOTT!



CHUNKS ARE FALLING FROM THE CEILING! THE WALLS AND FLOORS ARE CRACKING!

WE'LL BE CRUSHED... AND SAN FRANCISCO WILL BE DESTROYED!

NO!

I'VE HAD IT WITH EVIL MUTANTS!

I'VE HAD IT WITH THEIR DESTRUCTION!

KRACKLE!

KRAK!

SNAP!

BOBBY, WHAT'RE YOU--? SCOTT, HE FROZE THE BUILDING! THE WHOLE MASSIVE BUILDING! HOW'D HE--?

WHEN LOKI USED HIM... IT MUST SOMEHOW HAVE CHANGED HIM! NO TIME TO ANALYZE IT NOW, HANK!

WHILE THE BUILDING'S SHORED UP... FROZEN IN PLACE... LET'S GET OUT OF HERE! RIGHT, BOBBY?

BOBBY...?

HE'S FROZEN SOLID! SCOTT, CHUNKS OF ICE ARE FALLING NOW, TOO!

SWELL! BREAK BOBBY LOOSE, JEAN, WHILE I FREE RICTOR!

PTHAKK!

THE RIGHT LEADER SAID HIS MEN WOULD HOLD YOU OFF... TILL THERE WAS NOTHING YOU COULD DO!

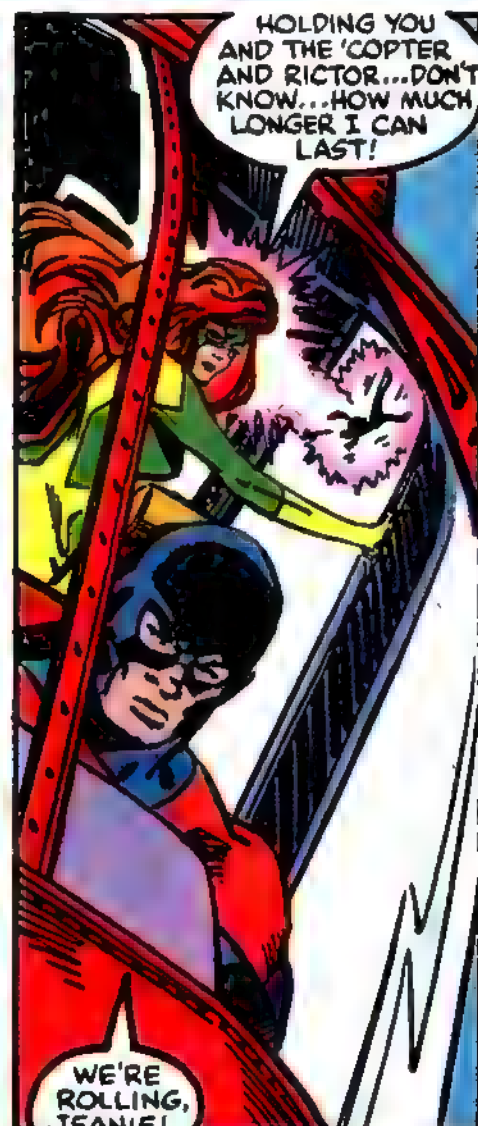
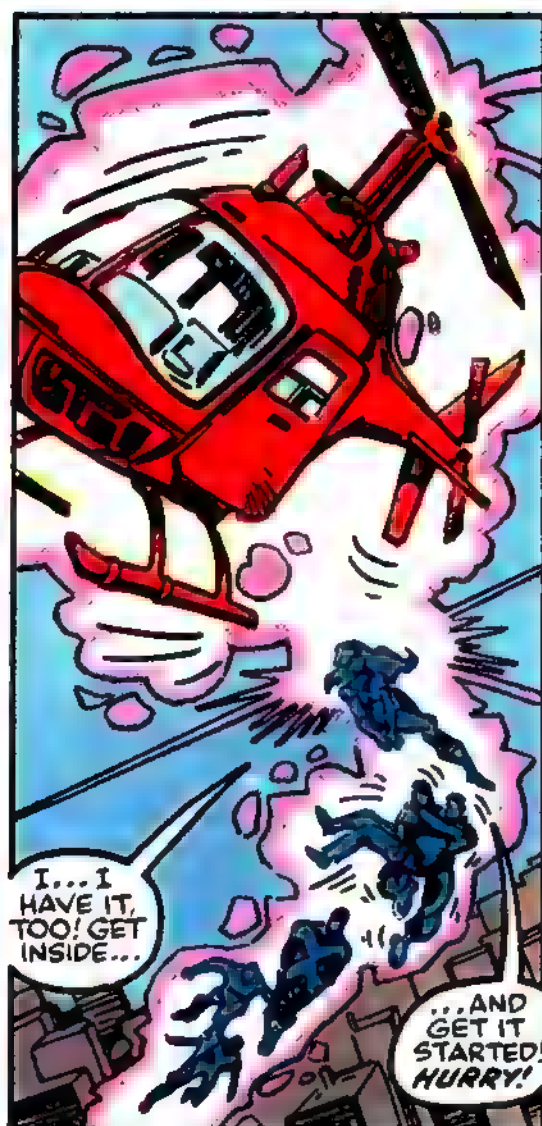
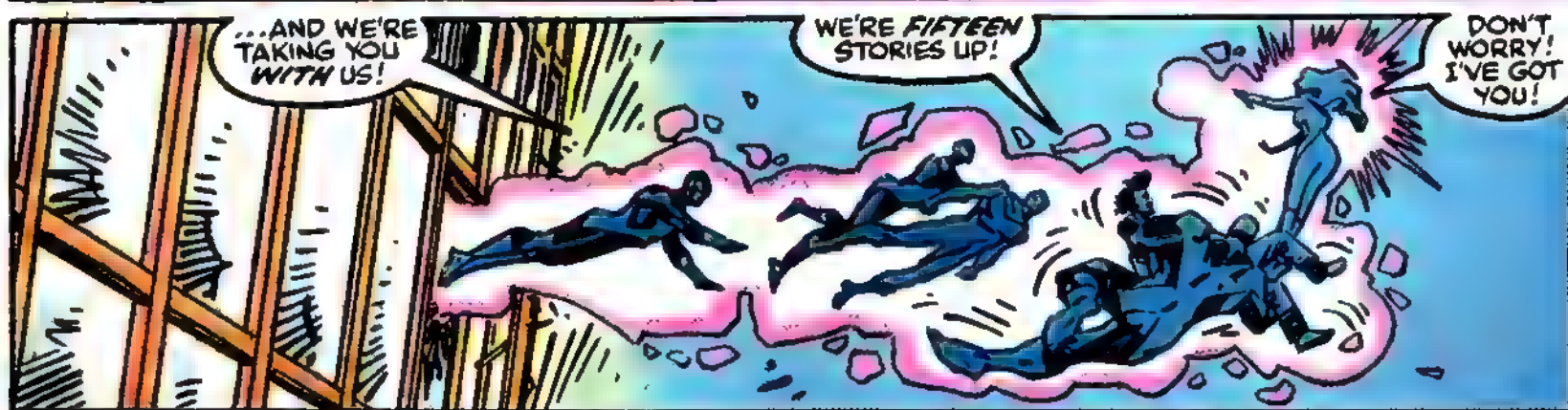
SHRAKT!

ZAPT!

SAVE YOURSELVES... AND LEAVE ME TO DIE... WITH THE CITY... I WILL DESTROY!

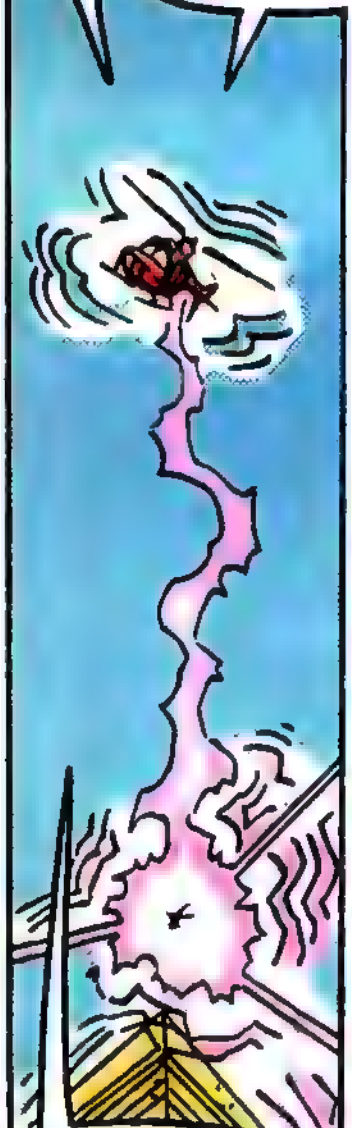
FORGET IT, KID! C'MON, PEOPLE, LET'S GET OUT OF HERE!







WHAT ABOUT RICTOR?  
I CAN'T BRING HIM INSIDE, HANK! HE'LL SHAKE THE PLANE APART!



THE TWELVE HOURS IS UP RIGHT NOW! IF HE STAYS HERE... IF THE TREMORS INTENSIFY... IT'S GOOD-BYE, SAN FRANCISCO!

WE NEED TO GET HIM AWAY, FAST! BUT HIS SHAKING... I CAN'T GET SUFFICIENT ALTITUDE!





# BULLPEN BULLETINS

## QUOTE OF THE MONTH

"Mastercard, I'm bored. The friendly natives will entertain me."

—The Punisher  
PUNISHER #1

**ITEM:** After eighteen years as a division of Cadence Industries Corporation, the mighty **Marvel Comics Group** is now marching to the sound of a different drummer. **Marvel** has recently been purchased by **New World Pictures Ltd.**, a Los Angeles based motion picture and television production company whose recent successes include the movie *Soul Man* and the television hits *Sledge Hammer* and *Crime Story*. How will this change of owners affect **Marvel Comics**? Probably not in any way that you readers will notice. After all, you don't mess with success. But, where it will make a big difference is in **Marvel's** ability to get its characters up there on the silver screen and television airways. It's like having an inside track now. *Wow! A New Universe* and a *New World*—all in the same year!

**ITEM:** Look out, bookstores! **Marvel** people are invading the shelves where prose novels are displayed. Earlier this year *Star* editor Sid Jacobson's historical novel *Streets of Gold* was published by Pocket Books to such great success that serious Sidney is burning the midnight oil pounding out a follow-up. Now **Marvel's** direct sales manager Peter David has struck with a science fiction opus published by Ace Books entitled *Knightlife*. Congratulations, fellas, and many more

successes! (Incidentally, the Stan Lee whose novel *Dunn's Conundrum* hit the bestseller lists in '86 is not the same Stan Lee who is our peerless publisher. We kid you not . . . they just happen to have the same noms de plume!)

**ITEM:** And speaking of name mix-ups, we would hereby like to quash the rumor that **Marvel's** own Ralph Macchio (editor of *DAREDEVIL*, *THOR*, and *D.P. 7*, among others) is the same teenaged Ralph Macchio who has starred in various movies such as *The Karate Kid* and *Rumble Fish*. Really, it's one thing for a **Marvel** staffer to moonlight as a novelist, but another thing to have a Hollywood career going on the side. So all you teenaged girls who keep sending cards, pictures, letters, and bouquets to our Ralph in the mistaken notion there's only one Ralph Macchio in the world, desist. Well, okay, you can still send bouquets.

**ITEM:** Let's hear it for **Jim Novak**, letterer extraordinaire on such titles as *THE AVENGERS*, *ALPHA FLIGHT*, and *ELEKTRA: ASSASSIN*, who has recently signed on as **Marvel's** Production Manager. Jim, who prefers to be called anything but "Mister Novak" (the title of an old television show about a teacher a few decades back), is no stranger to this phase of our batty bullpen, having served

as a staff letterer from the summer of 1975 to early 1977, and acting Production Manager for a few months in the summer of 1985. Jim has brought real flair to his job. One of his nifty innovations has been the installation of a public announcement system. When Jim talks to the Bullpen, he uses his Bullhorn, and he doesn't put up with Bull-oney. (Think the guy is taking this stuff too seriously? Nah! Not a chance.)

**ITEM:** If you're interested in meeting a few members of Jim Novak's illustrious and industrious production staff, check out this month's edition of *Universe News* (which appears in every one of our **New Universe** titles), and feast your eyes . . .

**ITEM:** We'd like to take a moment to publicly thank our former production manager Anita Duncan and the folks at **WNEW-AM** radio for arranging to throw a special Christmas party for all of us here at mighty **Marvel**! Anita entered us in **WNEW's** annual Christmas party contest (hailing us as the real super heroes in the comic book industry) . . . and we won! Radio greats like *Ted Brown*, *Nola Roper* and *John Pizzarelli* brought tons of food, oceans of drink, and oodles of goodies to help us celebrate the holidays and usher in the New Year! Thanks, guys! You throw one heck of a party!

## CHECKLIST

- ☐ **DAREDEVIL #243**
- ☐ **NEW MUTANTS #52**
- ☐ **STRIKEFORCE: MORITURI #7**
- ☐ **WEB OF SPIDER-MAN #27**
- ☐ **WEST COAST AVENGERS #21**—Guest starring Moon Knight!
- ☐ **COMET MAN (Limited Series) #5**—With the Fantastic Four and the debut of Comet Boy!
- ☐ **G.I. JOE SPECIAL MISSIONS #5**—Aerial action!
- ☐ **AVENGERS VS. THE X-MEN (Limited Series) #3**
- ☐ **ALPHA FLIGHT #47**
- ☐ **CAPTAIN AMERICA #330**—Presenting Night Shift, some of the baddest villains you'll ever meet!
- ☐ **FALLEN ANGELS (Limited Series) #3**—Guest starring X-Factor!
- ☐ **STRANGE TALES #3**—With two great features, Doctor Strange and Cloak & Dagger!
- ☐ **POWER PACK #30**—Crack the menace of the '80s, invades the Power kids' school!
- ☐ **AMAZING SPIDER-MAN #289**—It's here at last! And it takes a double-sized issue to bring you the ultimate revelation of . . . the Hobgoblin!
- ☐ **MEPHISTO VS. THE X-MEN (Limited Series) #3**
- ☐ **AVENGERS #280**
- ☐ **INCREDIBLE HULK #332**—The return of the Hulk's greatest nemesis—The Leader!
- ☐ **THE 'NAM #7**
- ☐ **X-MEN #218**
- ☐ **CONAN THE BARBARIAN #195**
- ☐ **G.I. JOE #60**—Meet Zanzibar, the Dreadnok Pirate!
- ☐ **MARVEL SAGA #19**—Introducing the New Avengers, Daredevil's red costume, Nick Fury and Hydra, not to mention "The Trial of the Gods!"

- ☐ **MARVEL TALES #200**—A double-sized classic from *Amazing Spider-Man Annual* #14! Don't miss "Bend Sinister" by DENNY O'NEIL and FRANK MILLER!
- ☐ **FANTASTIC FOUR #303**
- ☐ **IRON MAN #219**
- ☐ **PETER PARKER, THE SPECTACULAR SPIDER-MAN #127**
- ☐ **THOR #380**—Every page is a splash when Thor battles the Midgard Serpent!
- ☐ **X-FACTOR #17**—The funeral of the Angel
- ☐ **CLASSIC X-MEN #10**—Reprinting *X-Men* #102, with a new story by CHRIS CLAREMONT and JOHN BOLTON
- ☐ **TRANSFORMERS #29**—The Scraplets lead on living metal—like the Transformers!
- ☐ **G.I. JOE DIGEST #4**—Reprinting *G.I. Joe* #9-17.
- ☐ **THE OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE #16**—Beginning here—the secrets of those who have died!
- ☐ **AVENGERS INDEX #1**—In our new deluxe format, the start of the complete story of Earth's Mightiest Heroes! You won't believe some of the incredible changes they went through in *Avengers* #1-23! Read all about it!

### MARVEL MAGAZINES

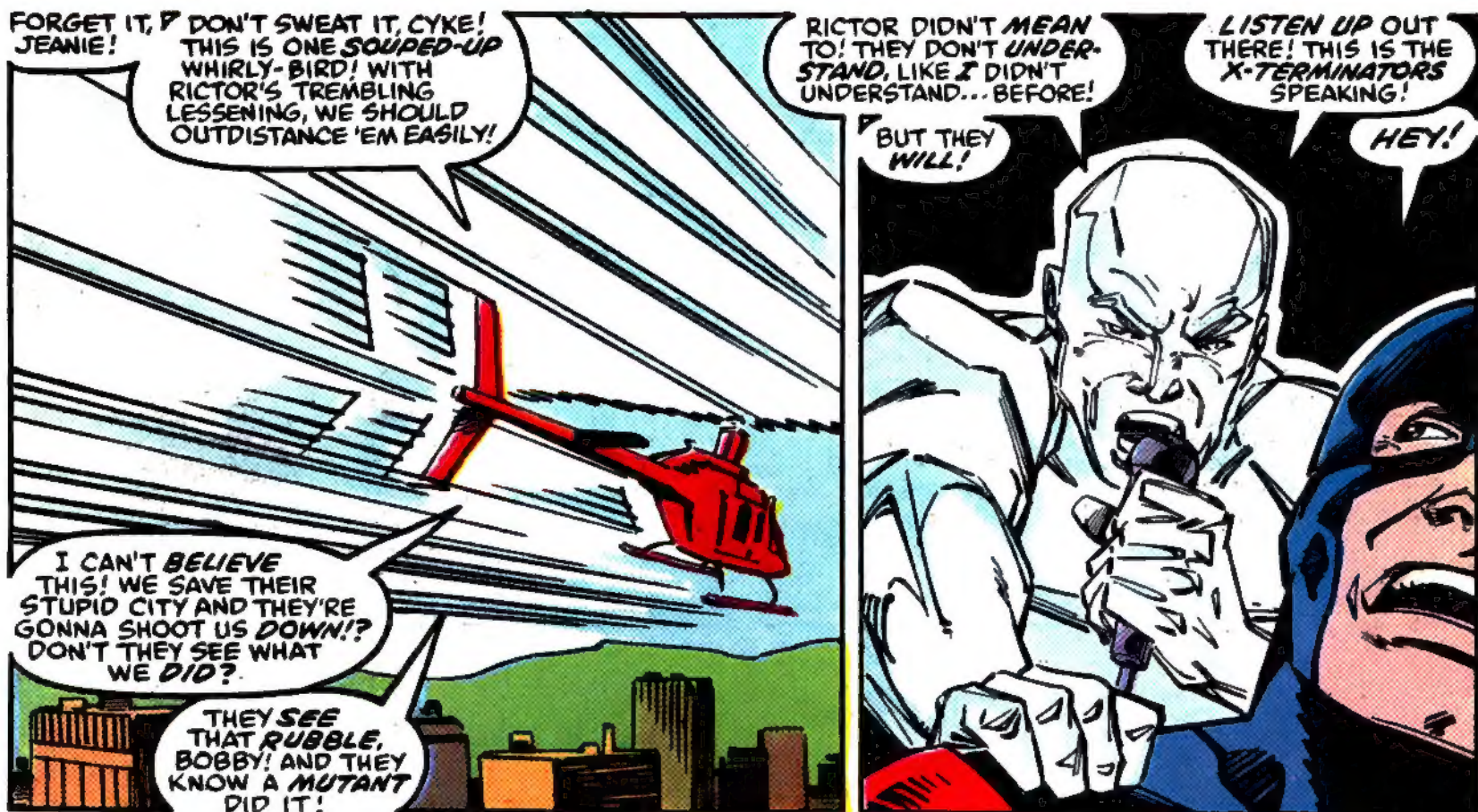
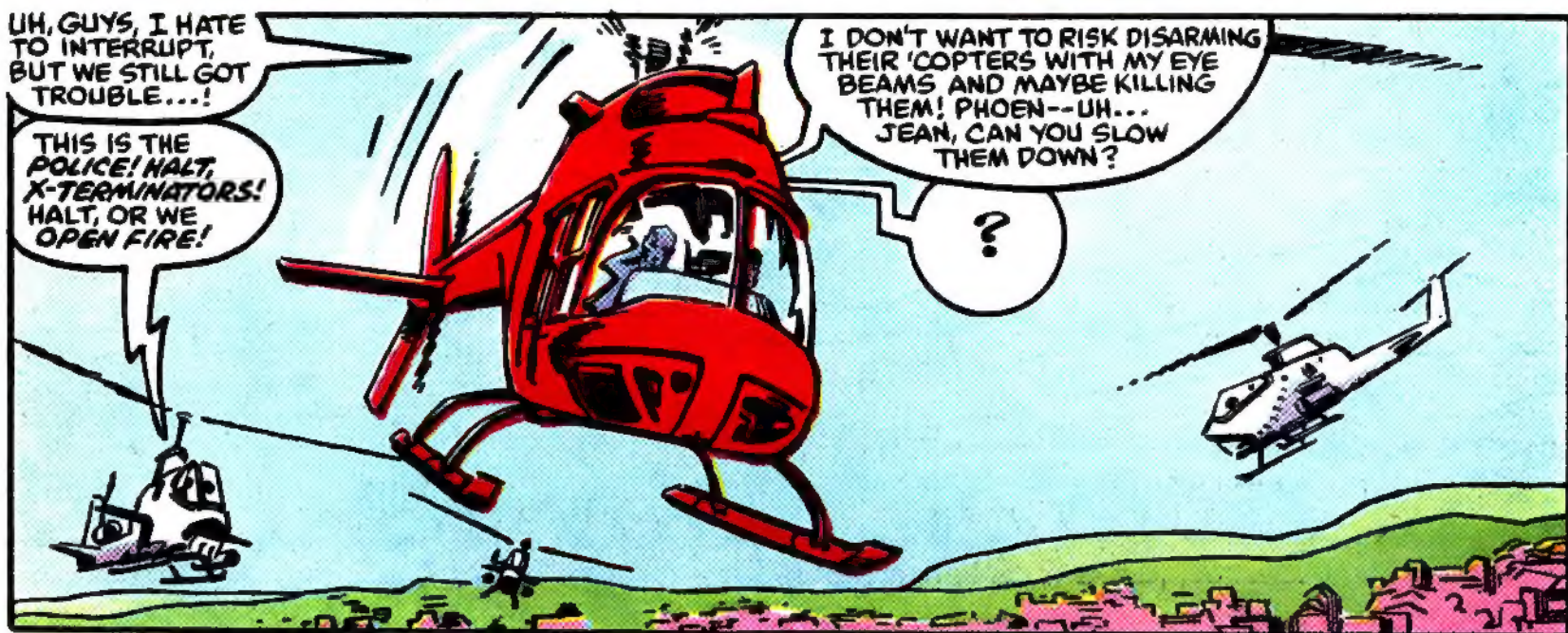
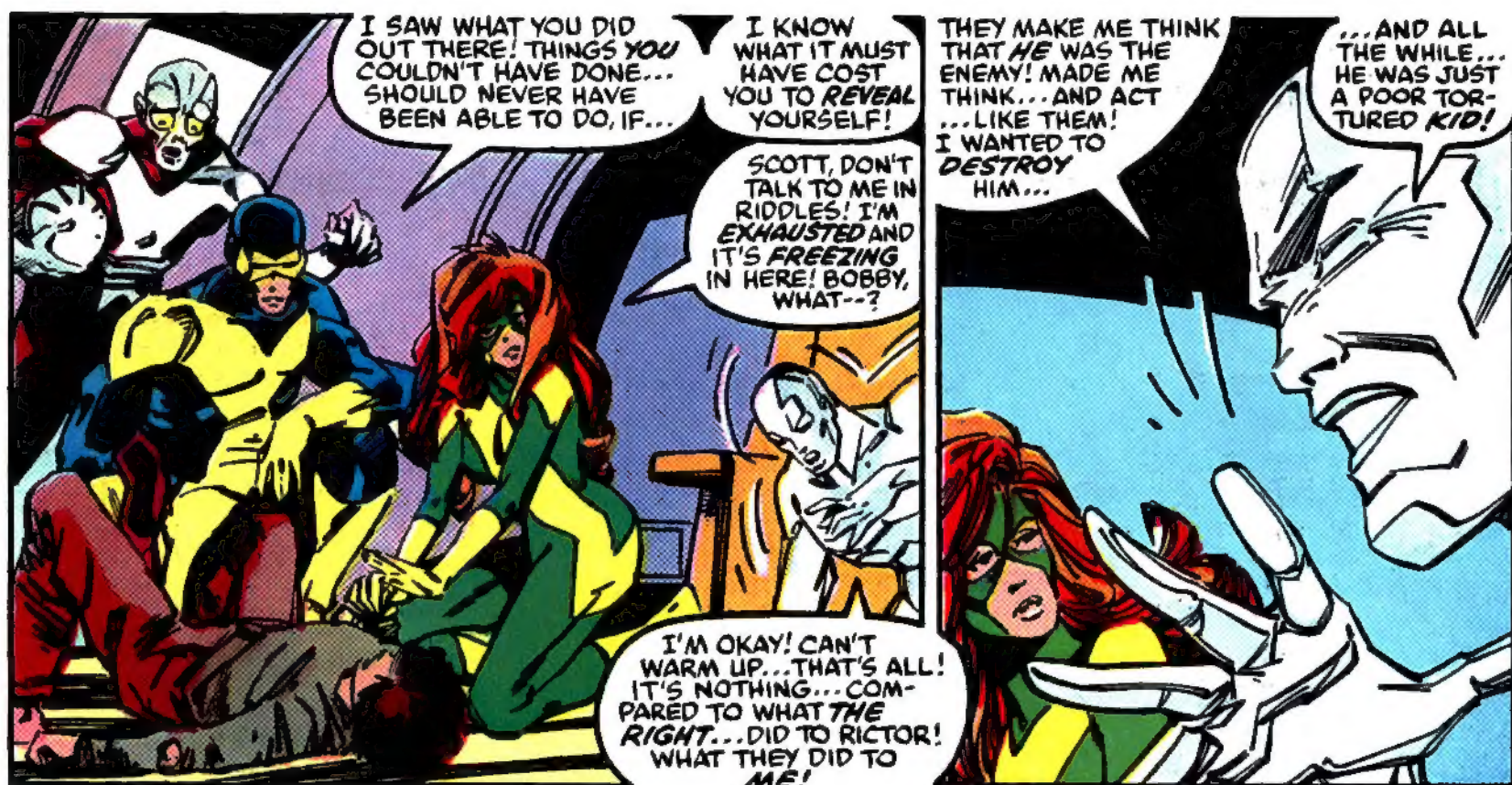
- ☐ **MARVEL AGE #51**—Spotlighting the new Silver Surfer series! Also, more info about everything you see here!
- ☐ **SAVAGE SWORD OF CONAN #136**
- ☐ **CLASSIC CONAN #1**—Because you demanded it! A new black-and-white magazine to showcase the long-out-of-print stories you wanted to read! Featuring the story that started it all, "The Coming of Conan" by ROY THOMAS and BARRY WINDSOR-SMITH.

### GRAPHIC NOVEL

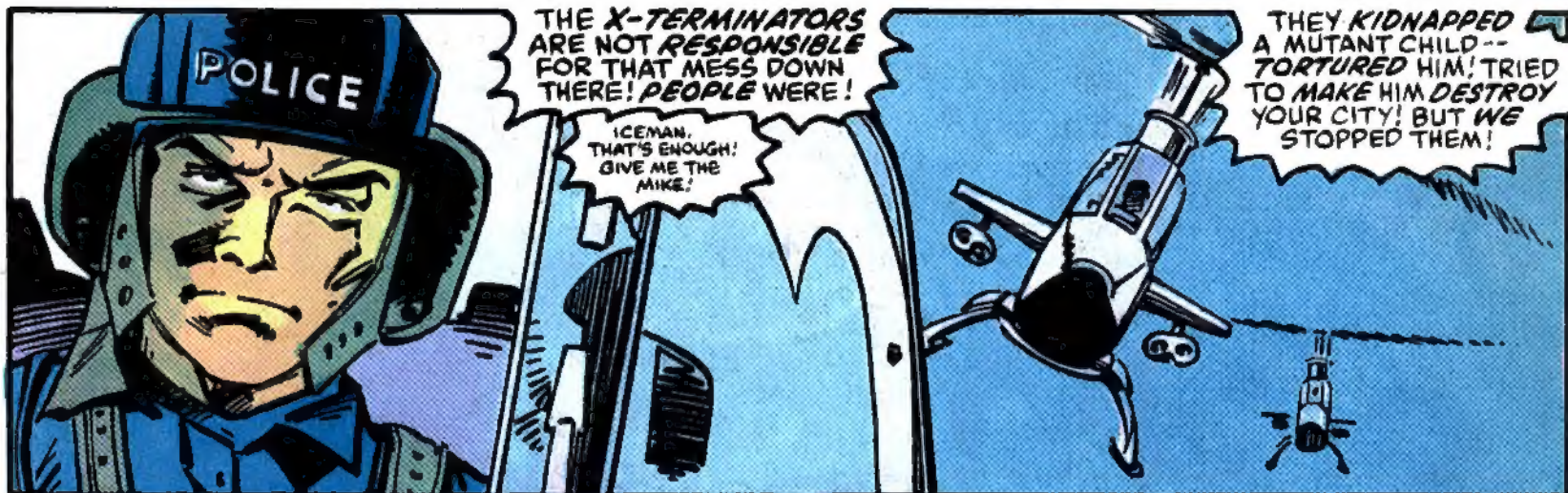
- ☐ **EMPEROR DOOM**—Doctor Doom has taken over the world. It's up to the East and West Coast Avengers to stop him—but they're on his side! Is there no one to stop Doom from claiming a total victory? Only DAVID MICHELINIE (writer) and BOB HALL (artist) know the answer, and they're not talking!







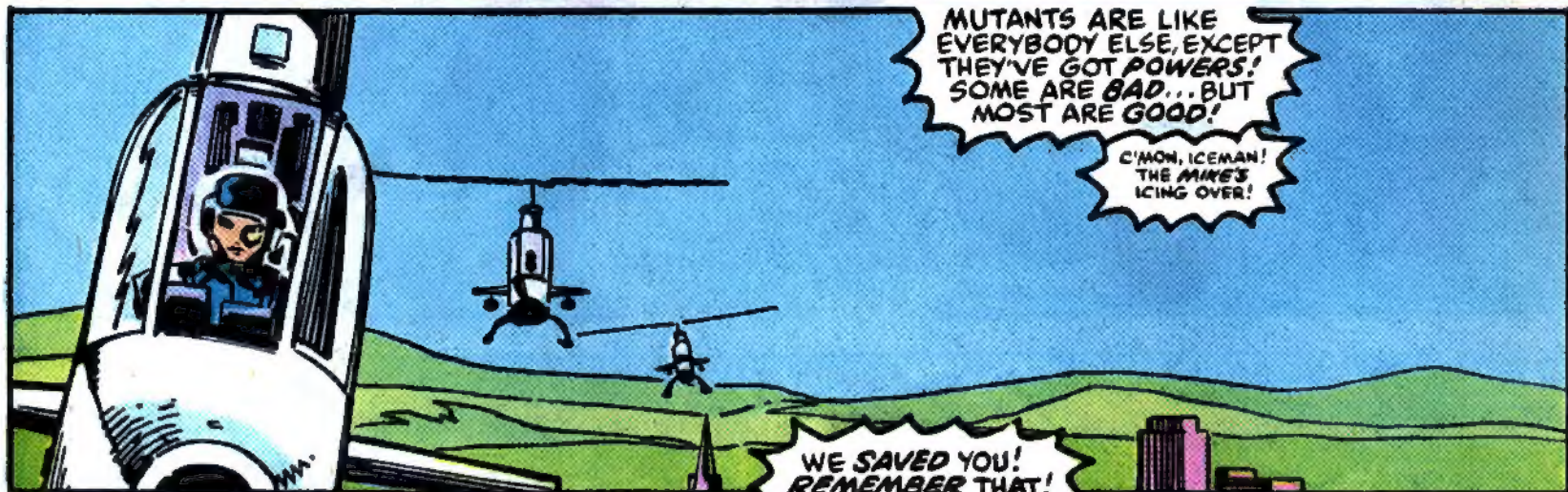




THE X-TERMINATORS ARE NOT RESPONSIBLE FOR THAT MESS DOWN THERE! PEOPLE WERE!

ICEMAN, THAT'S ENOUGH! GIVE ME THE MIKE!

THEY KIDNAPPED A MUTANT CHILD-- TORTURED HIM! TRIED TO MAKE HIM DESTROY YOUR CITY! BUT WE STOPPED THEM!



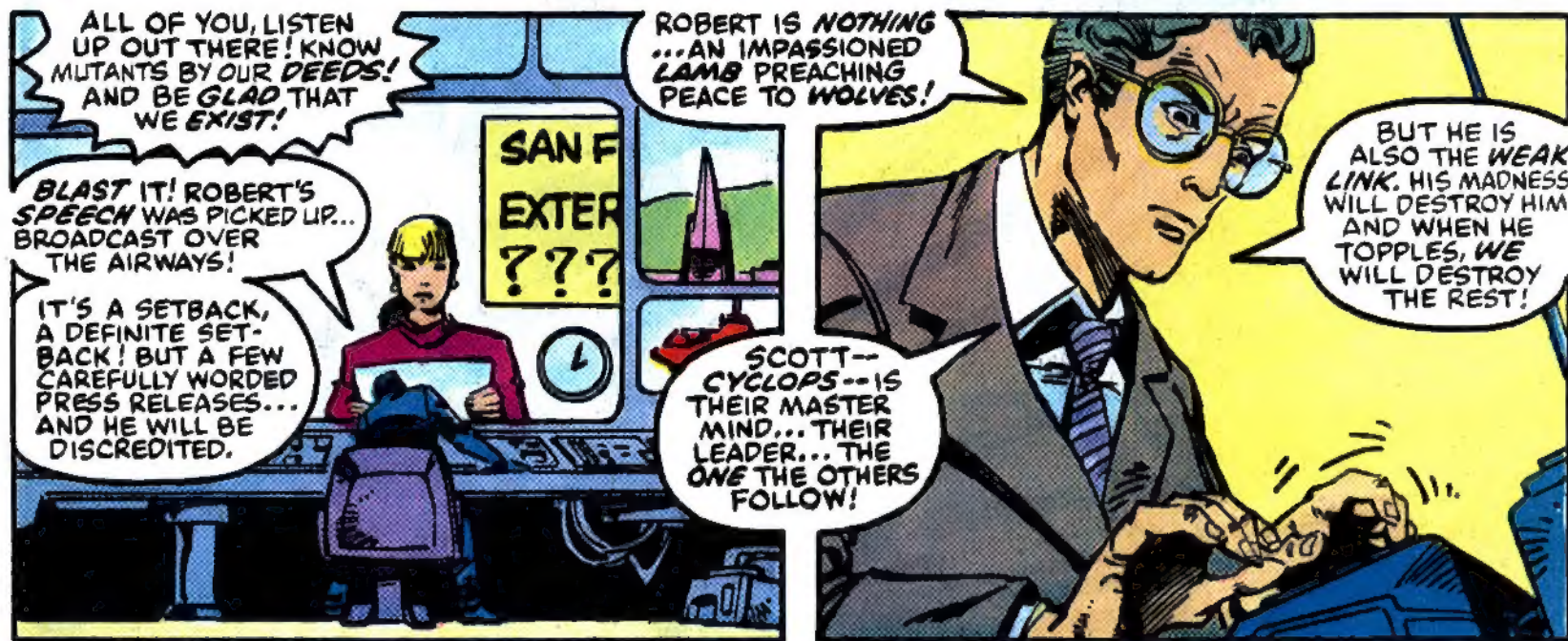
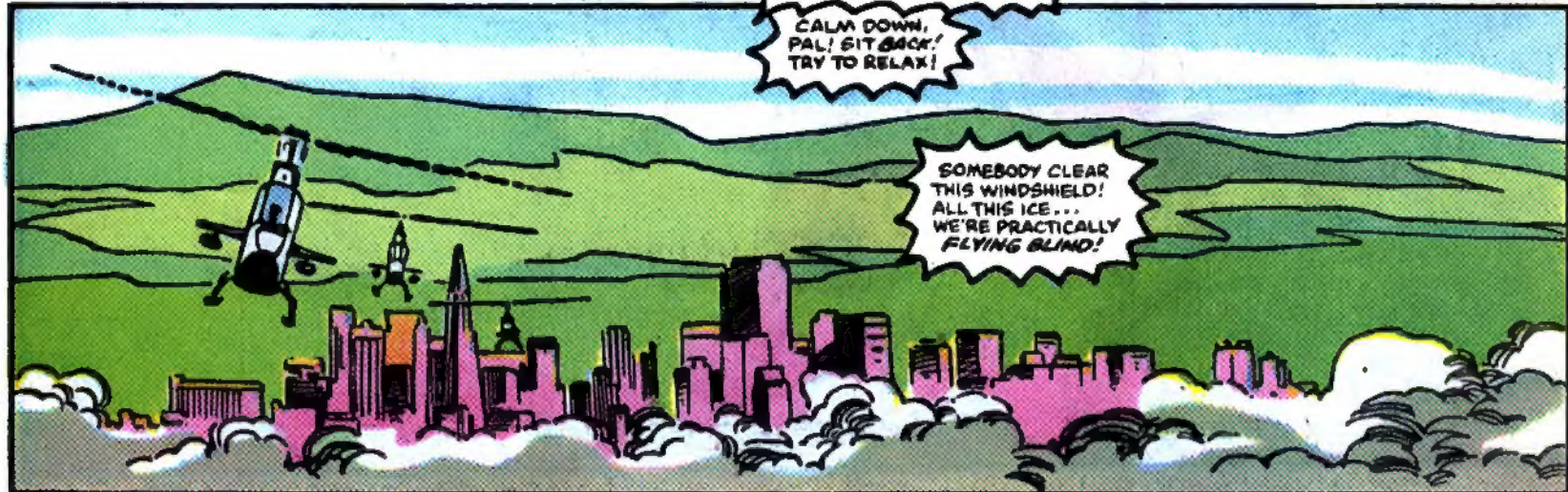
MUTANTS ARE LIKE EVERYBODY ELSE, EXCEPT THEY'VE GOT POWERS! SOME ARE BAD... BUT MOST ARE GOOD!

C'MON, ICEMAN! THE MIKE'S ICING OVER!

WE SAVED YOU! REMEMBER THAT!

CALM DOWN, PAL! SIT BACK! TRY TO RELAX!

SOMEBODY CLEAR THIS WINDSHIELD! ALL THIS ICE... WE'RE PRACTICALLY FLYING BLIND!



ALL OF YOU, LISTEN UP OUT THERE! KNOW MUTANTS BY OUR DEEDS! AND BE GLAD THAT WE EXIST!

BLAST IT! ROBERT'S SPEECH WAS PICKED UP... BROADCAST OVER THE AIRWAYS!

IT'S A SETBACK, A DEFINITE SETBACK! BUT A FEW CAREFULLY WORDED PRESS RELEASES... AND HE WILL BE DISCREDITED.

ROBERT IS NOTHING... AN IMPASSIONED LAMB PREACHING PEACE TO WOLVES!

SCOTT-- CYCLOPS-- IS THEIR MASTER MIND... THEIR LEADER... THE ONE THE OTHERS FOLLOW!

BUT HE IS ALSO THE WEAK LINK. HIS MADNESS WILL DESTROY HIM, AND WHEN HE TOPPLES, WE WILL DESTROY THE REST!

NEXT ISSUE

HODGE MAKES HIS MOVE! AND AN EXPLOSIVE ANSWER TO THE DANGEROUS QUESTION: IS JEAN GREY REALLY THE PHOENIX?

THE ENEMY WITHIN!

IN A MERE THIRTY DAYS! BE THERE!



# X-CHANGES

BOB HARRAS: editor - BOBBIE CHASE: assistant editor

© MARVEL COMICS GROUP - 507 Park Avenue South - New York, New York - 10018  
Attention correspondents: if you don't want your full address printed, please be sure to tell us so!

Dear Bob and Bobbie,

Though we are often told not to judge books by their covers, X-FACTOR #13 was a book that could be correctly judged by that method. Walt Simonson's beautiful Jean Grey/Marvel Girl/Phoenix/Cyclops montage was the frontispiece for an excellent comic book!

"Ghosts" was the best story I've read in this or any other Marvel series in a while! While a lot of excitement was generated by the recent Mutant Massacre saga, I found the cross-over storyline hard to follow. This story, in contrast, had very easy-to-follow plots and subplots, not to mention some very good art by talented Walt Simonson. I'm glad to see the Madelyne/Jean/Scott controversy being dealt with at last, and I hope the problem is resolved soon, with some surprises in the outcome.

X-FACTOR #13 was an excellent issue—let it serve as a guide for future well-written, well-drawn issues of Marvel's best magazine!

Frank Balkin  
Filmic Writing Dept  
School of Cinema Television  
University of Southern California  
Los Angeles, CA 90007

Dear Marvel,

I normally don't write letters to comics books, but X-FACTOR #13 calls for a letter. In short, thank you for this issue! I have been a comic book collector and reader for about nine years now, and X-FACTOR #13 was one of the best comics I have ever read!

First off, let me tell you that Cyclops is my favorite member of X-FACTOR! I personally see him as a powerful figure of leadership. At the same time, he is being torn apart by emotions. I find this emotional trauma he's facing very interesting, to say the least!

Back to the original subject—I can truly say that when I saw the cover, I very nearly fainted! My first impression was that you had brought back Dark Phoenix. Then I thought to myself that Marvel would not bring back a character of such power without even the slightest hint, would they? After thoroughly reading through the issue twice, I felt touched. I was extremely excited when Scott said the Phoenix had taken Maddie! I also felt excitement with the bringing forth of Master Mold. Then it all came to a dramatic climax when police officers found the body of Scott's wife, Maddie! How could you kill her? That kind of shock will probably kill Scott, and it won't do his relationship with Jean any good.

Anyway, the rest of the issue was spectacular! I think Walt Simonson does an extremely good job on pencils! Keep up the good work. And, once again, thank you.

Blaise H. Bear  
P.O. Box 302 Rte. 9W  
West Park, NY 12493

Hey, Bob,

Although X-FACTOR #13 really featured just a cameo appearance by the members who comprise the group, I really enjoyed it

and thought it was one of the best of the whole series!

I mean, Scott's been moping and whining about his problems for far too long and it's past time the dude decided to take care of things once and for all.

Elvis Orten  
Route #4, Box 120  
Dawson Springs, KY 42408

Dear X-Crew,

Never let it be said that 13 is unlucky, for henceforth this number shall be remembered as the issue with which X-FACTOR finally began living up to its potential!

After buying this comic mainly because of my deep affection for the X-Men, both old and new, I am now actually excited about reading it. We have had to put up with some amateurish scripts, stilted dialogue and poor art, but finally the changes which Louise has been instituting in the past few months have paid off. Finally you are "taking care of business." The triangle between Scott/Jean/Maddie should have been resolved a year ago, but better late than never, eh?

The intensity of emotion in this current issue is wonderfully refreshing and riveting. Warren's physical trauma, the financial and legal difficulties of Worthington Enterprises and X-Factor, the minor havoc caused at the facilities by many new mutants saved by X-Factor, a reminder of their original purpose, the closeness between Warren and Jean—all were very affecting! Most moving of all, however, were Scott's attempts to resolve the matter of his marriage and son and the resulting, baffling mystery which he found himself in the middle of. And looming over everything, the menace of a recovered Master Mold!

The tension is incredible!

At first, I thought that Maddie was a projection of Jean's unconscious thoughts and desires while her body recovered under the water after the crash of the Starcore shuttle. The physical evidence of a baby rattle and what appears to be Maddie's body, however, seems to contradict this theory.

Thank you, Louise and Walt, for breathing new life into these very old friends of mine who seemed to be lost to me forever (and never more so than when this title was first initiated).

Please, please, please have as the end result the joining together of Scott and Jean! The two of them are Marvel's second oldest romance, and we have been privy to their relationship for years. In short, we fans have been put through the wringer right along with these characters. Isn't it time to grant us all some long-deserved happiness?

Lon Levy  
154 Avenue P  
Brooklyn, NY 11204

Only time will tell if there's any happiness in the future for Scott and Jean, Lon. Admittedly, their track record up until now has been less than enviable...

but they do say that love conquers all. Well... maybe.

Bob and Louise,

Wow, X-FACTOR #13 was some issue. I congratulate Louise Simonson on her writing—it is getting better and better every issue! This Phoenix thing is one of the most mysterious scenarios I have ever read! It is truly complex. I really hope that Maddie is not dead. Will Rachel happen upon Scott and Jean in the near future and maybe even join X-Factor? Do Scott and Jean partake in the upcoming PHOENIX Limited Series?

I'll miss Warren if he gets his wings clipped. He could still be in X-Factor, but it wouldn't be the same without his lifting figure. Is he going to go bankrupt? Does he have anything to do with the FALLEN ANGELS limited series?

Bobby needs some subplots—let him find a girl or go out with the mutants that X-Factor is training. Is anything going to happen between him and Boom-Boom? She seems a bit too mischievous, especially from what I remember from SECRET WARS II.

Hank is doing real well. He has progressed into quite a character. I really like his new look. Does he have any plans to help out Artie personally?

I really dislike these mass anti-mutant feelings. I would like if you had some well-known homo sapiens speak out for mutants on national media. If there are special schools for the deaf, blind, retarded, and other "special" people, why can't X-FACTOR be known as a special school for mutants? I think this would help lower the anti-mutant feeling and make people want to help mutants.

Brian Eilert  
Piermont Ave.  
Hillsdale, NJ 07642

You refer to the ideal, Brian, but we're sorry to say that the Marvel Universe—just like our universe—is a less-than-perfect one. Maybe, with a little help from its friends...

Dear X-FACTOR,

When I finished reading X-FACTOR #13, I couldn't help wonder about what happened to Maddie. Then I took a look at the front cover and saw Phoenix. I began to think—what if the Phoenix force found Maddie, and thinking it was Jean Grey, stole her form, putting Maddie into a coma-like state. Phoenix would probably retain the powers it once had. This seems too far-fetched, oh well!

Now let's talk about the Morlocks that are living at the X-Factor complex. Are they possibly going to become members of X-Factor, or will they form their own team?

The next thing I want to talk about is Apocalypse, his horsemen, and the Alliance of Evil. Will we be seeing any of them in the near future?

Congratulations on a comic that made it up to par with the X-Men.

Jim Johnston  
5188 Electric Avenue  
Hamburg, NY 14075

The surviving Morlocks have gone back into the tunnels, Jim, and Apocalypse should be making his presence felt very, very soon. Keep watching!



# MINUTEMEN



## STREET BOY